

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 11

W.R. Grace & Co., et al.

Case No. 01-01139 (JKF)

Debtors.

Jointly Administered

**SEVENTH QUARTERLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM OCTOBER 1, 2002 THROUGH DECEMBER 31, 2002**

Name of Applicant

Stroock & Stroock & Lavan LLP

Authorized to Provide
Professional Services to:

Official Committee of Unsecured Creditors

Date of Retention:

April 12, 2001

Period for which compensation and
reimbursement is sought

October 1, 2002 – December 31, 2002

Amount of Compensation sought as
actual, reasonable and necessary:

\$171,108.00

Amount of Expense Reimbursement sought
as actual, reasonable and necessary:

\$25,000.84

Fees and Expenses of the Asbestos Issues
Expert

\$1,780.75

This is an: ☒ interim ☐ final application

This is the seventh quarterly application filed

Attachment A**Monthly Interim Fee Applications**

| | | Payment Requested | | Payment Received | |
|-------------------------------|------------------------|-------------------|---|------------------|-------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| May 30, 2001 D.I.339 | 4/12/01- 4/30/01 | \$138,926.00 | \$1,975.13 | \$111,140.80 | \$1,975.13 |
| July 2, 2001 D.I.613 | 5/1/01 – 5/31/01 | \$139,928.75 | \$6,884.73 | \$111,943.00 | \$6,884.73 |
| July 30, 2001 D.I.772 | 6/1/01 – 6/30/01 | \$91,019.00 | \$10,458.14 | \$72,815.20 | \$10,458.14 |
| September 5, 2001 D.I.889 | 7/1/01- 7/31/01 | \$92,308.00 | \$5,144.37 | \$73,846.40 | \$5,144.37 |
| October 2, 2001 D.I.983 | 8/1/01 8/31/01 | \$53,873.50 | \$3,069.88 | \$43,098.80 | \$3,069.88 |
| October 31, 2001 D.I.1058 | 9/1/01 – 9/30/01 | \$58,742.00 | \$6,801.32 | \$46,993.60 | \$6,801.32 |
| November 26, 2001 D.I.1239 | 10/1/01 – 10/31/01 | \$101,069.00 | \$3,562.09 | \$80,855.20 | \$3,562.09 |
| January 8, 2002 D.I.1470 | 11/1/01 – 11/30/01 | \$136,368.50 | \$8,847.34 | \$109,094.80 | \$8,847.34 |
| February 1, 2002 D.I.1608 | 12/01/01 – 12/31/01 | \$92,064.50 | \$9,471.47 | \$73,651.60 | \$9,471.47 |
| March 14, 2002 D.I.1812 | 01/01/02 – 01/31/02 | \$100,231.50 | \$14,675.58 | \$80,185.20 | \$14,675.58 |
| April 22, 2002 D.I.1951 | 02/01/02 – 02/28/02 | \$88,974.50 | \$16,863.97 | \$71,179.60 | \$16,863.97 |
| May 8, 2002 D.I.2029 | 03/01/02 – 03/31/02 | \$77,964.25 | \$1,190.44 | \$62,371.40 | \$1,190.44 |
| June 3, 2002 D.I.2156 | 04/01/02- 04/30/02 | \$97,251.50 | \$1,816.40 (Stroock) \$9,772.37 (Chambers) | \$77,801.20 | \$11,588.86 |

| | | | | | |
|--------------------------------|------------------------|-------------|---|---------------|--------------|
| July 2, 2002 D.I.2324 | 05/01/02 – 05/31/02 | \$74,910.75 | \$2,9154.43 (Stroock) \$43,190.69 (Chambers) | \$59,928.60 | \$46,105.12 |
| August 5, 2002 D.I.2495 | 06/01/02 – 06/30/02 | \$73,096.75 | \$2,054.05 (Stroock) \$114,666.72 (Chambers) | \$58,477.4011 | \$116,720.77 |
| September 20, 2002 D.I.2720 | 07/01/02 – 07/31/02 | \$90,903.27 | \$1,250.79 (Stroock) \$11,996.25 (Chambers) | \$72,722.61 | \$13,274.04 |
| October 29, 2002 D.I.2898 | 08/01/02 – 08/31/02 | \$93,151.25 | \$11,539.51 (Stroock) \$5,046.70 (Chambers) | \$74,521.00 | \$16,586.21 |
| November 14, 2002 D.I.2981 | 09/01/02 - 09/30/02 | \$96,613.25 | \$15,567.77 (Stroock) \$771.50 (Chambers) | \$77,290.60 | \$16,339.27 |
| December 10, 2002 D.I.3129 | 10/1/02 – 10/31/02 | \$68,404.00 | \$2,956.54 (Stroock) \$1,780.75 (Chambers) | \$54,723.20 | \$4,737.29 |
| January 28, 2003 D.I.3286 | 11/1/02 – 11/30/02 | \$75,345.50 | \$8,712.16 (Stroock) | | |
| February 7, 2003 D.I.3349 | 12/1/02 – 12/31/02 | \$27,683.50 | \$13,332.14 (Stroock) | | |
| | | | | | |

Quarterly Fee Applications

| | | Payment Requested | | Payment Received | | |
|------------------------------|-----------------------|-------------------|----------------------------|------------------|--|--|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses | |
| July 30, 2001 D.I.770 | 4/12/01- 6/30/01 | \$369,873.75 | \$19,318.00 | \$369,873.75 | \$19,318.75 | |
| November 1, 2002 D.I.1068 | 7/1/01 – 9/31/01 | \$204,923.50 | \$15,015.57 | \$204,923.50 | \$15,015.57 | |
| February 8, 2002 D.I.1658 | 10/1/01 – 12/31/01 | \$329,842.00 | \$21,880.90 \$9,918.43* | \$329,842.00 | \$21,880.90 (Stroock) \$9,918.43 (Chambers) | |

* This amount relates to the Committee's Asbestos Issues Expert.

| | | | | | | |
|-------------------------------|------------------------|--------------|-----------------------------|---------------------------|---|--|
| May 16, 2002 D.I.2064 | 01/01/02 – 03/31/02 | \$267,170.20 | \$6,149.76 \$36,352.60* | \$266,865.70 | \$6,144.85 (Stroock) \$22,002.76 (Chambers) | |
| August 16, 2002 D.I.2557 | 04/01/02 – 06/30/02 | \$245,259.00 | \$6,784.97 \$167,629.78* | \$245,259.00 | \$6,784.97 (Stroock) \$167,629.78(Chambers) | |
| November 18, 2002 D.I.3045 | 07/01/02 – 09/30/02 | \$280,471.77 | \$28,358.07 \$17,814.45* | \$224,534.21 ¹ | \$28,358.07 (Stroock) ¹ \$17,814.45 (Chambers) ¹ | |

* This amount relates to the Committee's Asbestos Issues Expert.

¹ Court Order dated March 14, 2003 approved fees in the amount of \$276,535.77 and expenses in the amount of \$45,477.52.

| WR GRACE & CO | | | | |
|--|--------------|-------------|---------------------|---------------------|
| ATTACHMENT B | | | | |
| OCTOBER 1, 2002 - DECEMBER 31, 2002 | | | | |
| | | | | No. of Years |
| | Hours | Rate | Amount | In Position |
| Partners | | | | |
| Greenberg, Mayer | 9.7 | \$525 | \$ 5,092.50 | 4 |
| Kruger, Lewis | 23.2 | \$695 | \$ 16,124.00 | 32 |
| Levy, Mark | 1.2 | \$650 | \$ 780.00 | 28 |
| Pasquale, Kenneth | 38.4 | \$495 | \$ 19,008.00 | 4 |
| | | | | |
| Associates | | | | |
| Balk, Heidi | 1.8 | \$325 | \$ 585.00 | 4 |
| Brandes, Ronnie H. | 6.9 | \$245 | \$ 1,690.50 | 2 |
| Krieger, Arlene | 173.6 | \$475 | \$ 81,985.00 | 19 |
| Ross, Adam S. | 11.4 | \$185 | \$ 2,109.00 | 1 |
| Sasson, Moshe | 45.4 | \$395 | \$ 17,933.00 | 9 |
| | | | | |
| Paraprofessionals | | | | |
| Caskadon, Alexandra | 77.4 | \$170 | \$ 13,158.00 | 1 |
| Defreitas, Vaughn | 54.9 | \$100 | \$ 5,490.00 | 15 |
| Mariano, Christine | 13.2 | \$155 | \$ 2,046.00 | 7 |
| Schoenfeld, Benjamin | 14.0 | \$155 | \$ 2,170.00 | 1 |
| Serrette, Rosemarie | 11.3 | \$170 | \$ 1,921.00 | 15 |
| Maniscalco, Ilea | 21.3 | \$70 | \$ 1,491.00 | 1 |
| | | | | |
| Subtotal | 503.7 | | \$171,583.00 | |
| | | | | |
| Less 50% Travel | -1.0 | | \$ (475.00) | |
| | | | | |
| Total | 502.7 | | \$171,108.00 | |

| WR GRACE & CO | | | |
|-------------------------------------|--|--------------|----------------------|
| COMPENSATION BY PROJECT CATEGORY | | | |
| OCTOBER 1, 2002 - DECEMBER 31, 2002 | | | |
| MATTER CODE | PROJECT CATEGORY | HOURS | TOTAL FEES (\$) |
| 0002 | Claim Analysis Objection, Resolution & Estimation (Asbestos) | 17.8 | \$ 9,095.00 |
| 0008 | Asset Analysis and Recovery | 1.4 | \$ 665.00 |
| 0013 | Business Operations | 2.1 | \$ 997.50 |
| 0014 | Case Administration | 147.6 | \$ 40,685.00 |
| 0015 | Claims Analysis/Objections/Administration (Non-Asbestos) | 2.0 | \$ 950.00 |
| 0017 | Committee, Creditors', Noteholders', or Equity Holders' | 34.6 | \$ 16,671.00 |
| 0018 | Fee Application, Applicant | 69.5 | \$ 18,057.00 |
| 0020 | Fee Application, Others | 11.6 | \$ 1,946.50 |
| 0021 | Employee Benefits, Pension | 0.5 | \$ 237.50 |
| 0034 | Litigation and Litigation Consulting | 183.4 | \$ 67,400.50 |
| 0035 | Travel - Non Working | 2.0 | \$ 950.00 |
| 0037 | Hearings | 4.9 | \$ 2,327.50 |
| 0041 | Relief from Stay Proceedings | 2.0 | \$ 950.00 |
| | | | |
| | Subtotal | 503.7 | \$ 171,583.00 |
| | | | |
| | Less 50% Travel Time | -1.0 | \$ (475.00) |
| | | | |
| | Total | 502.7 | \$ 171,108.00 |

| WR GRACE & CO | |
|--|--------------------------|
| DISBURSEMENT SUMMARY | |
| OCTOBER 1, 2002 - DECEMBER 31, 2002 | |
| | |
| Court Reporting Services | \$ 9,148.55 ¹ |
| Duplicating Costs-in House | 753.40 |
| Duplicating Costs-Outside | 10,671.75 ² |
| Facsimile Charges | 86.00 |
| In House Messenger Service | 86.60 |
| Local Transportation | 597.66 |
| Long Distance Telephone | 285.42 |
| Meals | 47.05 |
| Miscellaneous | 18.80 |
| Outside Messenger Service | 216.65 |
| Postage | 4.65 |
| Process Service & Calendar Watch | 358.59 |
| Travel Expenses - Transportation | 763.76 |
| Westlaw | 1,385.96 |
| Word Processing - Logit | 576.00 |
| | |
| Total | \$ 25,000.84 |

¹ Expense incurred related to the deposition transcripts in regard to the fraudulent conveyance litigation.

² Ibid.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|--------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| W. R. GRACE & CO., <u>et al.</u>² |) | Case No. 01-01139 (JKF) |
| |) | |
| Debtors. |) | Jointly Administered |

**SEVENTH QUARTERLY FEE APPLICATION BY STROOCK & STROOCK &
LAVAN LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF W. R. GRACE & CO., et al., FOR INTERIM COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM OCTOBER 1, 2002 THROUGH DECEMBER 31, 2002**

Stroock & Stroock & Lavan LLP (“Stroock” or “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co. (“Grace”) and its sixty-one domestic subsidiaries and affiliates that are debtors and debtors-in-possession (the

² The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

“Debtors”) in this Court, for its application pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Administrative Fee Order (defined below) for interim allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

INTRODUCTION

1. By this application, Stroock seeks (i) an interim allowance of compensation for the professional services rendered by Stroock as counsel for the Committee for the period from October 1, 2002 through December 31, 2002 (the “Compensation Period”) in the aggregate amount of \$171,108.00³ representing 310.6 hours of professional services and 192.1 hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by Stroock during the Compensation Period in connection with the rendition of such professional services and paraprofessional services in the aggregate amount of \$25,000.84 as well as the fees and expenses of the asbestos issues expert employed by the Committee pursuant to the Court’s June 22, 2001 Order Authorizing the Retention of Experts (the “Asbestos Issues Expert”) for the month of October 1, 2002 in the amount of \$1,780.75.

2. Venue of this proceeding and this application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

³ Stroock has volunteered to reduce its fees for the period covered by this Seventh Quarterly Fee Application by \$325.00, which represents fees incurred by paraprofessionals whose time expended for the Fee Period totals 1.0 hour or less.

BACKGROUND

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and have continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors' Chapter 11 cases have been procedurally consolidated and are being jointly administered.

4. The Debtors operate a world-wide specialty chemicals and materials business and employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal year 2000, Grace reported a net loss of \$89.7 million⁴ from \$1.59 billion in net revenues. The Debtors' bankruptcy filings report that in fiscal year 2000, on a consolidated basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

5. On April 12, 2001, the United States Trustee formed the Committee. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP ("DM&H") as its local Delaware counsel.

6. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims and

⁴ The Debtors' pleadings further report that this net loss results in part from a \$294.0 million asbestos-related charge to earnings recorded in the fourth quarter of 2000.

asbestos-related property damage claims against the Debtors (collectively, the “Asbestos Claim Committees”). On June 18, 2001, the United States Trustee appointed an official committee to represent the interests of equity security holders of the Debtors.

7. By application dated May 1, 2001, Stroock sought Court approval for its retention as counsel to the Committee nunc pro tunc to April 12, 2001. The Court signed an order approving Stroock’s retention as counsel to the Committee on May 30, 2001.

8. This is the seventh quarterly interim application Stroock has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the Committee. This application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, approved by the Court on May 3, 2001 as amended by order dated April 19, 2002 (collectively, the “Administrative Fee Order”).

9. In accordance with the procedures established by the Administrative Fee Order, Stroock has received payment as of the date hereof from the Debtors in the aggregate amount of \$57,679.74 representing 80% of the fees and 100% of the expenses sought in the first of the monthly fee statements encompassing this Compensation Period. Certificates of no objection have been filed with the Court in respect of Stroock’s November 2002 and December 2002 monthly fee statements. Stroock also received payment from the Debtors in the amount of \$1,780.75 representing the fees and expenses of the Asbestos Issues Expert for the month of October 2002. Other than those payments, applicant has received no payment and no promises

for payment from any source for services rendered in connection with these cases for the months encompassing this Compensation Period. There is no agreement or understanding between the Applicant and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

10. As stated in the Affidavit of Kenneth Pasquale, Esq. annexed hereto as Exhibit “A,” all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

SUMMARY OF SERVICES RENDERED

11. Since being retained by the Committee, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors’ estates. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee’s needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis, including in certain instances, working into the evening and on weekends.

12. Stroock maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of Stroock’s practice, and are presented in compliance with Delaware Local Rule 2016-2(d) amended effective as of September 1, 2002. A compilation showing the name of the attorney or paraprofessional, the date on which the services were

performed, a description of the services rendered, and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit "B". In addition, Exhibit "C" hereto contains a summary of the hours expended by each of the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

13. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which payment is requested is annexed hereto as Exhibit "D". Also included within Exhibit "D" is an itemization of each expense incurred within each category.

14. Stroock respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

15. The following summary of the services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B". Rather, it is merely an attempt to highlight certain of these areas in which services were rendered to the Committee, as well as to identify some of the problems and issues to which Stroock was required to direct its attention.

Claim Analysis, Objection & Resolution (Asbestos) – Category 0002

16. During a prior quarterly compensation period, Judge Wolin had directed the Debtors and the Official Committees to submit briefs on the case management process to be used by the Court with respect to asbestos personal injury claims. Stroock reviewed the briefs filed by the Debtors and the Asbestos Claims Committees, consulted with Chambers Associates, and prepared a brief on behalf of the Committee setting forth its position on this issue and responding to the proposals filed by other parties. Stroock also reviewed the briefs filed by the equityholders' committee and by the unofficial committee of select asbestos claimants.

17. Also, as previously reported, a primary topic of several extended hearings before Judge Fitzgerald during prior compensation periods, was the issue of how the Zonolite Attic Insulation (the "ZAI") claims could and should be determined by the Court. In the course of these hearings, Judge Fitzgerald concluded that there should be a limited trial to determine whether there is scientific evidence that ZAI poses an unreasonable risk of harm before other issues are considered, including issues in respect of class certification, and bar date processes and notices. In connection with the conduct of the science trial, the parties discussed, among other issues, how to get the ZAI claims before the Court, the choice of counsel to represent the ZAI claimants, the budget for the science trial litigation, and the scope of the litigation, and the Court has issued orders (i) providing for the PD Committee's retention of special counsel to represent the ZAI claimants, (ii) establishing a litigation schedule, and (iii) establishing procedures for the ZAI science trial.

18. During the prior quarterly compensation period (the “Prior Compensation Period”), the ZAI claimants’ moved for leave to appeal Judge Fitzgerald’s June 18, 2002 order denying the ZAI claimants’ motion to strike the proofs of claim filed by the Debtors and related relief, and Judge Wolin issued a subsequent order dated August 30, 2002 granting the motion for leave to appeal and affirming Judge Fitzgerald’s June 18 Order. In addition, during the Prior Compensation Period, Stroock reviewed the decisions rendered by the Court in another pending chapter 11 case denying the asbestos property damage committee’s action seeking class certification, as well as pleadings filed in that case seeking a declaration from the Court that unimpaired asbestos claims have no present right to payment and no right to vote on a reorganization plan.

19. During this Compensation Period, Stroock reviewed the Asbestos Committee’s motion seeking establishment of its proposed case management process, reviewed asbestos-claims related reports issued by certain experts in connection with the fraudulent conveyance litigation and reviewed briefs filed in other cases and rulings issued in other courts addressing the conduct of mass tort or asbestos liability trials; an area of direct relevance to these chapter 11 cases. Stroock has expended 17.8 hours in this category for a fee of \$9,095.00.

Asset Analysis and Recovery – Category 0008

20. During the Compensation Period, Stroock reviewed and discussed with FTI P&M the analysis prepared by FTI P&M discussing the proposed acquisition of certain assets of a South American Company. Stroock has expended 1.4 hours on this category for a fee of \$665.00.

Business Operations – Category 0013

21. During the Compensation Period, Stroock reviewed the analyses prepared by FTI P&M with respect to Grace's third quarter 2002 operating results and September 2002 financial report. Stroock has expended 2.1 hours on this category for a fee of \$997.50.

Case Administration – Category 0014

22. As reported in prior monthly fee applications, towards the end of the November 2001 compensation period, Stroock was informed that these chapter 11 cases were being reassigned to District Court Judge Alfred Wolin. A number of orders were issued during the month of December 2001 relating to the reassignment of these cases to Judge Wolin and the reference of these cases to Judge Judith Fitzgerald.

23. During this Compensation Period, Stroock continued to closely monitor the items on the Court's general chapter 11 docket for these cases, as well as those dockets relating to each of the adversary proceedings pending in these chapter 11 cases, to ensure that the Committee was fully informed about all pending motions and adversary proceedings and that Stroock would be ready to timely respond on behalf of the Committee, as might be applicable. Stroock continued to engage Debtors' counsel and FTI P&M on an on-going basis with respect to pending matters and information requests, reviewed the scheduling, and case management, and other orders issued by Judge Wolin and Judge Fitzgerald, the agenda letters prepared for Judge Wolin and Judge Fitzgerald during this Compensation Period, and responded to inquiries from unsecured creditors with respect to the status of these cases generally and the various decisions issued which impact on, among other matters, the fraudulent transfer litigation. In addition, during this

Compensation Period, Stroock responded to the initial report prepared by Warren H. Smith & Associates, the Fee Auditor appointed in these cases, to Stroock's First, Second and Third Quarterly Fee Applications, the initial report prepared by the Fee Auditor to Stroock's Fifth Quarterly Fee Application, reviewed the proposed fee orders in respect of each such compensation application, and prepared for the November 25, 2002 hearing on these matters. Stroock has expended 147.6 hours on this category for a fee of \$40,685.00.

Claim Analysis, Objection & Resolution (Non-Asbestos) – Category 0015

24. During the Compensation Period, Stroock discussed with Debtors' counsel several matters in this category pending before the Court including, the proposed settlement of pending litigation in respect of Baker & Taylor, an institutional bookseller previously owned by Grace. Stroock has expended 2.0 hours on this category for a fee of \$950.00.

Committee, Creditors' Noteholders' or Equity Holders' -- Category 0017

25. During the Compensation Period, Stroock communicated with the members of the full Committee through numerous memoranda and telephone conversations. In order to keep the Committee fully informed of all of the pending matters in these cases, and thus enable the Committee to take informed positions on issues, Stroock thoroughly reviewed and summarized the motions filed by the Debtors and other parties in interest in these cases, raised issues the Committee should be aware of, and made recommendations to the Committee concerning appropriate actions to be taken with regard to the motions, communicated with members of the Committee regarding the positions to be taken, engaged counsel for the Debtors, and other

parties and movants, as applicable, with the Committee's questions and concerns, and negotiated whenever and to the extent possible consensual resolutions of outstanding issues and acceptable forms of proposed orders and stipulations.

26. The motions Stroock reviewed during this Compensation Period and prepared comprehensive memoranda to the Committee included (i) the Debtors' motion to amend the Company's existing employment agreement with Paul Norris, its CEO, and (ii) the separate motions filed by Bank of America and Wachovia Bank seeking authorization to effect setoffs. During this Compensation Period, Stroock continued to keep the Committee informed with respect to the hearings and conferences held by Judge Fitzgerald and Judge Wolin and the decisions and orders issued during the period by the Court in connection with the various adversary proceedings in these cases, including those issued by Judge Fitzgerald with respect to the scope, discovery and litigation in respect of the ZAI liability issues, the order to show cause issued on October 3, 2002 and the subsequent memorandum opinions issued by Judge Wolin in respect of the continued conduct of the fraudulent transfer litigation in light of the Third Circuit's decision in the Cybergenics' case and other asbestos claims-related matters. Stroock also informed the Committee of the terms of the proposed tentative settlement of the fraudulent transfer litigation first announced towards the end of November 2002, and discussed the proposed settlement with the Committee. Further, Stroock continued to keep the Committee informed with respect to pleadings filed in, and decisions issued by, this and other Courts, in respect of other chapter 11 cases, which have particular relevance to these cases, in addition to those in the Cybergenics case.

27. Through its correspondence and communication with the Committee, Stroock has assisted the Committee in fulfilling its statutory duties to make informed decisions and express the Committee's views regarding the issues which have already arisen in these cases including, as applicable, those in respect of the pending fraudulent transfer and ZAI claims science litigation and the management of these estates. Stroock has expended 34.6 hours on this category for a fee of \$16,671.00.

Fee Applications, Applicant -- Category 0018

28. During the Compensation Period, Stroock prepared its fee statements for the months of August 2002, September 2002, and October 2002 and began to prepare its fee statement for November 2002 including time detail setting forth the professional services rendered during those periods by Stroock, and compiled and attached expense schedules. Stroock also completed the preparation of its sixth quarterly fee application covering the July 1, 2002 through September 30, 2002 period, including a narrative section summarizing the services rendered during that period by Stroock and all requisite expense schedules, as required by the Administrative Fee Order entered by the Court. Stroock has expended 69.5 hours on this category for a fee of \$18,057.00.

Fee Application of Others -- Category 0020

29. During the Compensation Period, Stroock reviewed and discussed with FTI P&M such professional's sixth quarterly fee application and its August, September, October and November 2002 fee statements, and reviewed invoices from Chambers Associates. Stroock has expended 11.6 hours on this category for a fee of \$1,946.50.

Employee/Benefits Pension -- Category 0021

30. Towards the close of the Prior Compensation Period, the Debtors filed their motion seeking the Court's authorization to amend the existing employment agreement dated as of January 1, 2001 with Paul Norris, CEO of W.R. Grace & Co. In connection with informing the Committee about the amendments to the Norris contract, Stroock during this Compensation Period, had discussions with FTI P&M regarding the proposed changes and reviewed the analyses prepared by FTI P&M thereon. The comprehensive memorandum prepared by Stroock for the Committee, along with the analysis from FTI P&M, provided a full analysis of the modifications described in the motion. Stroock expended 0.5 hours on this category for a fee of \$237.50.

Litigation and Litigation Consulting -- Category 0034

31. There were substantial services rendered in this matter category during this Compensation Period. As previously reported at the very end of the prior compensation period, the Third Circuit issued a decision in the Cybergenics' case holding that a creditors' committee could not prosecute a fraudulent transfer claim on behalf of a bankruptcy estate. As a result of the decision, the trial of the fraudulent transfer litigation scheduled to commence on September 30, 2002 before Judge Wolin did not go forward as planned. Instead, during the first weeks of the Compensation Period, the Court held numerous conferences and hearings, and issued orders and memorandum decisions exploring viable options which might enable the trial to go forward without extended delay notwithstanding the Cybergenics' decision, and eliciting letters, motions, briefs and the views and arguments of all parties-in-interest. Stroock attended all conferences and hearings held by the Court, reviewed all correspondence pleadings filed in

connection with this matter and prepared numerous memoranda for the Committee discussing, among other matters, (i) decisions rendered by the Court including the Court's Letter Opinion and related Order to Show Cause dated October 2, 2002, proposing a form of case management order to enable the litigation to go forward, (ii) the motion filed by Sealed Air Corporation seeking to dismiss the adversary complaint based on the Cybergenics' decision, (iii) the motion filed by the Debtors seeking the appointment of an examiner or limited purpose trustee, who would be authorized to pursue the fraudulent transfer claims on behalf of the estates, (iv) the separate motions filed by the asbestos personal injury committee and the United States Trustee seeking the appointment of a plenary trustee, (v) the motion filed by the asbestos property damage committee seeking an order authorizing the litigation to go forward with both asbestos committees as plaintiffs, notwithstanding the Cybergenics' decision, (vi) the October 24, 2002 memorandum decision issued by the Court denying each of the motions identified in (ii) through (v) above, granting in part the property damage committee's motion and (a) ruling that equity and the Court's authority under section 105 of the Bankruptcy Code requires exception of the fraudulent transfer litigation from the effects of the Cybergenics' decision, (b) certifying the order for interlocutory appeal to the Third Circuit, and (c) re-setting the trial to commence in early December 2002.

In connection with the potential ramifications of the Cybergenics' decision, and the conduct of the litigation, Stroock continued to conduct legal research in respect of the application of the decision to already pending cases, and the ability of other parties, such as an examiner or limited purpose trustee, to prosecute fraudulent transfer claims for a bankruptcy estate in lieu of the Debtors. Stroock also prepared, on behalf of the Committee, pleadings and

correspondence to Judge Wolin and the Third Circuit setting forth the Committee's positions as necessary and appropriate in connection with these matters. Tentative settlements of the fraudulent transfer litigation were reached between the parties at a conference before Judge Wolin in the latter part of November 2002, which Stroock communicated to and discussed with the Committee. Stroock participated in numerous discussions with interested parties to the litigation in respect of the conduct of and issues raised by the Cybergenics' decision and with respect to the terms of the tentative settlement of the litigation. The initial draft of the proposed settlement agreement with Sealed Air was circulated towards the end of this Compensation Period. Stroock thoroughly reviewed the draft, discussed the same with the Committee and communicated the Committee's comments on the draft to counsel for Sealed Air and other parties-in-interest. Stroock expended 183.4 hours in this category for a fee of \$67,400.50.

Travel Non-Working – Category 0035

32. Judge Fitzgerald held two hearings during the Compensation Period in Wilmington, Delaware, and Judge Wolin held multiple hearings/conferences in Newark, New Jersey. Stroock traveled to and from Wilmington, Delaware and Newark, New Jersey for those hearings and conferences. Stroock expended 2.0 hours on this category for a fee of \$950.00. Pursuant to the Administrative Fee Order, Stroock is requesting compensation in the amount of \$475.00 representing fifty percent (50%) of the total amount billed.

Hearings – Category 0037

33. During the Compensation Period, Judge Fitzgerald held two hearings during which the Court considered, among other matters, Carol Gerard's motion seeking to have a bond

posted, Debtors' motion directing the state court to honor the preliminary injunction and continue to stay the Edythe Kellogg litigation and the Debtors' subsequent motion for an order approving a settlement of the pending litigation and Kellogg's \$2.5 million claim. During the Compensation Period, Judge Wolin held multiple hearings/conferences during which the Court considered numerous issues in respect of the conduct and prosecution of the fraudulent transfer litigation, which are addressed in more specificity in matter category 0034. Stroock reviewed all relevant pleadings, orders and case law in preparation for the hearings. Stroock expended 4.9 hours on this category for a fee of \$2,327.50.

Relief From Stay Proceedings – Category 0041

34. During the Compensation Period, Stroock completed its review of relevant case law in respect of the stay relief motions filed respectively by Wachovia Bank and the Bank of America, and discussed the same with Debtors' counsel. Stroock expended 2.0 hours on this category for a fee of \$950.00

Tax Issues – Category 0047

35. During the end of the prior compensation period, the Debtors filed a motion seeking approval for a settlement with the Internal Revenue Service (the "IRS"), which intended to resolve the parties' disputes over the deductibility of interest payments made on loans secured by corporate owned life insurance ("COLI") policies taken by the Company on its federal income tax returns for each of the tax years 1989 through 1998. On a consolidated basis, Grace had claimed, in the aggregate, COLI interest deductions in the sum of approximately \$250.0 million. The IRS had already challenged interest deductions taken by Grace in certain tax years.

During this Compensation Period, Stroock reviewed the motion, engaged Debtors' bankruptcy and tax counsel in a number of discussions over the rationale for the settlement and its impact on the Debtors' estates, and the terms, including the binding effect, of the proposed form of order attached to the motion. Stroock reviewed additional underlying documentation obtained from the Debtors and recent case law decisions involving other entities issued on the COLI deductibility issues, discussed this matter with FTI P&M, prepared a comprehensive memorandum to the Committee addressing the Debtors' motion and the issues raised thereby, and ultimately reached agreement with the Debtors and other parties-in-interest over the terms of a revised form of order granting the motion to be submitted to the Court for approval. Stroock expended 24.3 hours on this category for a fee of \$10,650.50.

FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

36. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corp. of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904; these standards have been adopted by most courts. Stroock respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

The Time and Labor Required. The professional services rendered by Stroock on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the complex issues encountered by the Committee with skill and dispatch. Occasionally, Stroock has been required to perform these services

under significant time constraints requiring work late into the evening and on weekends. The services rendered by Stroock were performed efficiently, effectively and economically.

The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of these Chapter 11 cases, and it can be anticipated that other such issues will be encountered. In this case, as in many others in which the firm is involved, Stroock's effective advocacy and creative approach have helped clarify and resolve such issues and will continue to prove beneficial.

The Skill Requisite to Perform the Legal Services Properly. Stroock believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Stroock's practice, and its creative approach to the resolution of issues, are and will continue to contribute to the maximization of the distributions to the Debtors' unsecured creditors.

The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Stroock's insolvency department, Stroock's representation of the Committee has not precluded its acceptance of new clients. However, the volume of the matters needing attention on a continuing basis has required several of the attorneys to commit significant portions of their time to these cases.

The Customary Fee. The fee sought herein is based upon Stroock's normal hourly rates for services of this kind. Stroock respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Stroock has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

Whether the Fee is Fixed or Contingent. Pursuant to §§ 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under § 1103 of the Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.

Time Limitations Imposed by Client or Other Circumstances. As already indicated, Stroock has been required to attend to the various issues arising in these cases. Occasionally, Stroock has had to perform those services under significant time constraints requiring attorneys assigned to these cases to work evenings and on weekends.

The Amount Involved and Results Obtained. Through the efforts of Stroock, the Committee has been an active participant in these Chapter 11 cases from the very first days of its formation, and its assistance, as well as constructive criticism, has greatly contributed to the efficient administration of these cases.

The Experience, Reputation and Ability of the Attorneys. Stroock has one of the largest and most sophisticated insolvency practices in the nation and has played a major role in numerous cases of national import including: Acme Metals, Inc., Hillsborough Holdings Corporation, Laclede Steel Company, Gulf States Steel, Inc. of Alabama, The LTV Corporation, Wheeling-Pittsburgh Steel Corporation, Allis-Chalmers Corporation, The Charter Company, Federated Department Stores, G. Heileman Brewing Company, Inc., Burlington Motor Holdings, Inc., Metallurg, Inc., Forstmann & Company, Inc., Barneys, Inc., Fruehauf Trailer Corporation, Levitz Furniture Incorporated, The Columbia Gas System, Inc., JWP, Inc., Flushing Hospital and Medical Center, Planet Hollywood International, Anchor Glass Container Corporation, Beloit Corporation in the Harnischfeger Industries Chapter 11 Cases, RSL COM U.S.A. Inc, USG Corporation, Formica Corp. Galey & Lord, Inc. and DESA Holdings. Stroock's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Stroock has already frequently called upon the expertise of its partners and associates in the litigation, ERISA, tax and environmental law areas to perform the wide ranging scope of the legal work necessitated by these cases.

The "Undesirability" of the Case. These cases are not undesirable, but as already indicated, have required a significant commitment of time from several of the attorneys assigned hereto.

Nature and Length of Professional Relationship. As described above, Stroock has been actively rendering services on behalf of the Committee as necessary and appropriate from April 12, 2001 through to the present.

ALLOWANCE OF COMPENSATION

37. The professional services rendered by Stroock required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited the Debtors' unsecured creditor body as a whole and the Debtors' estates.

38. With respect to the level of compensation, § 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person (including attorneys for a creditors' committee): "Reasonable compensation for actual necessary services rendered by [such] . . . professional person. 11 U.S.C. § 330. Section 330 further states that the court should take into consideration, inter alia, the nature, extent, and value of services performed, as well as the cost of comparable services other than in a case under this title. Id. The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

39. The total time spent by Stroock attorneys and paraprofessionals during the Compensation Period was 502.7 hours. Such services have a fair market value of \$171,583.00⁵ The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

40. As shown by this Application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "C" are summaries of the hours expended by the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

41. In addition, Stroock incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$25,000.84 for which Stroock respectfully requests reimbursement in full.

42. The disbursements and expenses have been incurred in accordance with Stroock's normal practice of charging clients for expenses clearly related to and required by particular matters. Such expenses were often incurred to enable Stroock to devote time beyond normal office hours to matters, which imposed extraordinary time demands. Stroock has endeavored to minimize these expenses to the fullest extent possible.

43. Stroock's billing rates do not include charges for photocopying, telephone and telecopier toll charges, computerized research, travel expenses, "working meals", secretarial

⁵ Pursuant to Delaware Local Rules 2016, Stroock has reduced its total compensation amount by \$475.00 representing 50% of the total amount of non-working travel time billed at its normal hourly rate.

overtime, postage and certain other office services, because the needs of each client for such services differ. Stroock believes that it is fairest to charge each client only for the services actually used in performing services for it. Stroock has endeavored to minimize these expenses to the fullest extent possible.

44. Stroock charges \$.10 per page for in-house photocopying services, with respect to computerized research services Stroock charges the actual cost from the vendor, and \$1.00 per page for out-going facsimile transmissions. Stroock does not charge for incoming facsimiles.

45. Further, in accordance with the Court's June 22, 2001 Order Authorizing the Retention of Experts, this application seeks payment for the fees and expenses of the asbestos issues expert engaged by the Committee, for the month of October 2002 in the amount of \$1,780.75. As of the date hereof, Chambers has not submitted any invoices to Stroock for the months of November 2002 or December 2002. No agreement or understanding exists between Stroock and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

46. Stroock has reviewed the requirements set forth in Delaware Local Rule 2016-2, entitled "Motion for Compensation and Reimbursement of Expenses," and believes that this application for interim compensation and reimbursement of expenses is fully in compliance with the rules set forth therein.

47. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period other than as set forth herein.

WHEREFORE, Stroock respectfully requests, pursuant to the Administrative Fee Order and the Court's June 22, 2001 Order Authorizing the Retention of Experts:

- (a) the allowance of compensation for professional services rendered to the Committee during the period from October 1, 2002 through and including December 31, 2002 in the amount of \$171,108.00;
- (b) the reimbursement of Stroock's out-of-pocket expenses incurred in connection with the rendering of such services during the period from October 1, 2002 through and including December 31, 2002 in the amount of \$25,000.85;
- (c) the payment of the fees and expenses of the asbestos issues expert employed by the Committee for the month of October 2002 in the amount of \$1,780.75;
- (d) authorizing and directing the Debtors to pay to Stroock each of the amounts set forth in (a) (b) and (c) of this WHEREFORE clause (to the extent not already paid pursuant to the Administrative Fee Order); and
- (e) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
March 25, 2003

STROOCK & STROOCK & LAVAN LLP

/s/Kenneth Pasquale
Kenneth Pasquale
A Member of the Firm
180 Maiden Lane

New York, New York 10038-4982
(212) 806-5400

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|--|---|--------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| W.R. GRACE & CO., <u>et al.</u> |) | Case No. 01-01139 (JKF) |
| |) | |
| Debtors. |) | Jointly Administered |

AFFIDAVIT

[illegible]

KENNETH PASQUALE, being duly sworn, deposes and says:

1. I am a member of the firm of Stroock & Stroock & Lavan LLP (“Stroock”), which firm maintains offices for the practice of law at 180 Maiden Lane, New York, New York 10038-4982. Stroock has acted as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co., and sixty-one of its domestic subsidiaries and affiliates which are debtors and debtors-in-possession before this Court.

2. This affidavit is submitted pursuant to Bankruptcy Rule 2016(a) in support of Stroock's seventh quarterly application for an interim allowance of compensation and for the reimbursement of expenses for services rendered during the period from October 1, 2002 through and including December 31, 2002 in the aggregate amount of \$196,108.84, and pursuant to the Court's June 22, 2001 Order Authorizing the Retention of Experts in the aggregate amount of

\$1,780.75 for the fees and costs of the asbestos issues expert employed by the Committee during the month of October 1, 2002.

3. All of the professional services performed by Stroock for which compensation is requested were performed for and on behalf of the Committee from October 1, 2002 through and including December 31, 2002 and not on behalf of any other person.

4. In accordance with Title 18 U.S.C. Section 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party-in-interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' assets.

5. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me or any partner or associate of my firm.

/s/Kenneth Pasquale
KENNETH PASQUALE

Sworn to before me this
25th day of March, 2003

/s/Ethel Earley
Notary Public

EXHIBIT B

STROOCK

SERVICE AND EXPENSE REMITTANCE SUMMARY

| | |
|-------------|-------------------------|
| DATE | December 9, 2002 |
| INVOICE NO. | 276653 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |
| RE | 699843 W R Grace & Co |

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 68,404.00 |
| TOTAL DISBURSEMENTS/CHARGES | \$ 2,956.54 |
| TOTAL BILL | \$ 71,360.54 |

Please return this page with your remittance and please reference the client/matter number on all related correspondence.

AMOUNT PAID \$

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

STROOCK

| | |
|-------------|-------------------------|
| DATE | December 9, 2002 |
| INVOICE NO. | 276653 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |
| RE | 699843 W R Grace & Co |

FOR PROFESSIONAL SERVICES RENDERED and disbursements incurred for the period through October 31, 2002 in connection with the following matters:

| | FEES | DISBURSEMENTS | TOTAL |
|---|-----------|---------------|-----------|
| 0002 Claim Analysis Objection, Resolution & Estimation (Asbestos) | 1,251.50 | 0.00 | 1,251.50 |
| 0014 Case Administration | 28,514.50 | 0.00 | 28,514.50 |
| 0015 Claims Analysis/Objections/Administration (Non-Asbestos) | 142.50 | 0.00 | 142.50 |
| 0017 Committee, Creditors', Noteholders', or Equity Holders' | 5,386.00 | 0.00 | 5,386.00 |
| 0018 Fee Application, Applicant | 826.00 | 0.00 | 826.00 |
| 0020 Fee Application, Others | 714.00 | 0.00 | 714.00 |
| 0021 Employee Benefits, Pension | 237.50 | 0.00 | 237.50 |
| 0024 Expenses | 0.00 | 2,956.54 | 2,956.54 |
| 0032 Litigation and Litigation Consulting | 19,446.50 | 0.00 | 19,446.50 |
| 0037 Hearings | 285.00 | 0.00 | 285.00 |
| 0041 Relief from Stay Proceedings | 950.00 | 0.00 | 950.00 |
| 0047 Tax Issues | 10,650.50 | 0.00 | 10,650.50 |

| | | | |
|-------|-----------|----------|-----------|
| TOTAL | 68,404.00 | 2,956.54 | 71,360.54 |
|-------|-----------|----------|-----------|

STROOCK

INVOICE

| | |
|-------------|-------------------------|
| DATE | December 9, 2002 |
| INVOICE NO. | 276653 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through October 31, 2002, including:

| | |
|----|---|
| RE | Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0002 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|------------------------|------------|-------|
| 10/14/2002 | Review office records. | Sasson, M. | 1.0 |

STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI
180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 10/25/2002 | Attended to second case management order and supplement thereto (.1). | Krieger, A. | 0.1 |
| 10/29/2002 | Memo from and to KP re Peterson reports (.1); review Peterson report. | Krieger, A. | 0.1 |
| 10/29/2002 | Attention to Rand asbestos costs interim report (2002) (.5) | Pasquale, K. | 0.5 |
| 10/29/2002 | Review and report on Rand asbestos costs interim report (2002). | Sasson, M. | 0.7 |
| 10/31/2002 | Began to review PI Committee's motion re case management process. | Krieger, A. | 0.5 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|-------------------|-------|--------|-----------|
| Krieger, Arlene | 0.7 | \$ 475 | \$ 332.50 |
| Pasquale, Kenneth | 0.5 | 495 | 247.50 |
| Sasson, Moshe | 1.7 | 395 | 671.50 |

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PAGE: 3

| | |
|--|-------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 1,251.50 |
|--|-------------|

| | |
|-----------------------|-------------|
| TOTAL FOR THIS MATTER | \$ 1,251.50 |
|-----------------------|-------------|

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| | |
|----|------------------------------------|
| RE | Case Administration 699843 0014 |
|----|------------------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| 10/01/2002 | Memo from and to L. Hamilton re acquisition letter (.1); memo to L. Hamilton re revised distribution list (.1); memo from C. Whitney re chambers' meeting and forward same to KP, LK (.2). | Krieger, A. | 0.4 |
| 10/02/2002 | Westlaw research to find case law for A. Krieger; print and distribute | Calvo, F. | 0.5 |
| 10/02/2002 | Download various court filed documents and distribute same. | Defreitas, V. | 0.7 |
| 10/04/2002 | Download various court filed documents and distribute same. | Defreitas, V. | 0.8 |
| 10/07/2002 | Download recently filed asbestos bankruptcy case pleadings | Defreitas, V. | 1.3 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 10/07/2002 | Telephone conference with Debra (Ameri Serve Bergen) regarding proof of claim inquiry and fraudulent transfer litigation status (.2). | Krieger, A. | 0.2 |
| 10/07/2002 | Office conference with LK regarding FTI correspondence for the committee's consideration (.1); telephone conference with Byron Jeffords regarding request for Chambers Associates' invoice and back-up (.1); office conference with R. Serrette regarding Chambers Associates invoice (.1); correspondence to B. Jeffords regarding Chambers Associates invoice (.2); memos to and from M. Lastowski regarding Jeffords letters (.2). | Krieger, A. | 0.7 |
| 10/07/2002 | Conf w/L. Hamilton re Committee contacts (.2); review and edit of same (.4); review of recently filed documents (.6) | Serrette, R. | 1.2 |
| 10/08/2002 | T/c creditor inquiry re filing of proof of claim. | Krieger, A. | 0.1 |
| 10/08/2002 | Memo from and to W. Smith re initial reports on fifth interim and first three interim fee periods (0.1); o/cs RS re same (0.1). | Krieger, A. | 0.2 |
| 10/09/2002 | O/c LK re response to W. Smith's initial reports on 1-3 interim fee applications and the fifth interim application (0.1). | Krieger, A. | 0.1 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| 10/10/2002 | Review various documents for assignment of central categories in preparation for addition to file database | Defreitas, V. | 3.0 |
| 10/10/2002 | Review various documents for assignment of central categories in preparation for addition to file database | Defreitas, V. | 0.5 |
| 10/10/2002 | Create spread sheet for 5th Quarter and e-mail to fee auditor (1.3). | Serrette, R. | 1.3 |
| 10/15/2002 | Telephone conference T.Osselof re documentation filed in the Sealed Air litigation (.2); telephone conference Conor Bastable re same (.2); telephone conference Butler Carega re same (.1). | Krieger, A. | 0.5 |
| 10/16/2002 | Download various court filed documents and distribute same. | Defreitas, V. | 0.8 |
| 10/17/2002 | Review fee auditor's initial report on fees for first through third quarter and fifth interim quarter and began to prepare responses (3.8); memorandum from and to LaVerne Ferdinand re response to Fee Auditor's report (.2). | Krieger, A. | 4.0 |
| 10/18/2002 | Prepare response to Fee Auditor's initial report on fifth interim fee application. | Krieger, A. | 3.6 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|---------------|-------|
| 10/20/2002 | Complete draft of SSL's response to Fee Auditor's initial report on SSL's fifth interim quarterly fee application (1.6); began draft of SSL's response to Fee Auditor's initial report on SSL's first, second and third interim quarterly fee applications (7.0) | Krieger, A. | 8.6 |
| 10/21/2002 | Telephone conferences with LK re Fee Auditor's initial report and Stroock's response thereto (.2); continue to prepare response to Fee Auditor's initial report (4.6); office conferences RS re inquiry on fee adjustments, non-working travel time (.1); memo to LaVern Ferdinand re preparation of response to Fee Auditor's report (.1). | Krieger, A. | 5.0 |
| 10/22/2002 | Meeting re: briefing on Grace Fee Application procedures. | Caskadon, A. | 0.6 |
| 10/22/2002 | Review Stroock's August fee statement for errors in time or matter numbers per the fee auditors report. | Caskadon, A. | 1.5 |
| 10/22/2002 | Review Fee Auditor's Objection report for April 2001 - December 2001 (1.0); compare objections to our time and expense records (1.0); find back-up documentation for expense record brought into question (1.4). | Caskadon, A. | 3.4 |
| 10/22/2002 | Download various court filed documents and distribute same.(1.7); responded to email from | Defreitas, V. | 2.7 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| | A.Krieger for notice of agenda hearing dated 11/21/2001.(.5); Responded to AK's request re: for exhibits to administrative motion.(.5) | | |
| 10/22/2002 | Continue to review, revise and prepare draft of response to Fee Auditor's initial report on SSL's first, second and third interim fee applications (6.0); office conferences AK re backup for expense inquiries (.8); memo to L. Ferdinand re update on preparation of response to Fee Auditor's Report (.1). | Krieger, A. | 6.9 |
| 10/23/2002 | Review and revise draft response to Fee Auditor's report to Fifth Interim Fee Application (.8); review, and continue to prepare draft response to Fee Auditor's report to the First, Second and Third Interim Fee Application (8.0). | Krieger, A. | 8.8 |
| 10/24/2002 | Continue to review, revise and prepare responses to the Fee Auditor's initial reports (7.0); memos to and from M. Lastowski re 10/28/02 hearing (.2); attended to order issued by the Court approving setoffs by Wachovia and Bank of America (.1); attended to order issued by the Court re modification of Paul Norris' employment agreement (.1). | Krieger, A. | 7.4 |
| 10/24/2002 | Review of response to fee examiner (.4); office conference with A. Krieger regarding same (.2). | Kruger, L. | 0.6 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|---------------|-------|
| 10/25/2002 | Telephone conference LK re comments to SSL response to Fee Auditors initial reports to SSL's First, Second and Third Interim Applications and Fifth Interim Application (.3); revise SSL's responses to fee auditors initial reports to reflect LKcomments (.6); memos to and from KP re response to Fee Auditor's reports (.2); telephone conference L. Hamilton re debt represented by the Committee (.1); further review and finalization of SSL response to Fee Auditor's reports (.7); memo to and from L. Ferdinand re SSL's responses to Fee Auditor's reports (.1). | Krieger, A. | 2.0 |
| 10/25/2002 | Telephone call T. Osseloff re Judge Wolin's decision (.4). | Krieger, A. | 0.4 |
| 10/25/2002 | Attention to responses to fee examiner's interim reports (1st-3'd, 5th) (1.0) | Pasquale, K. | 1.0 |
| 10/29/2002 | Download recently filed bankruptcy pleadings. | Defreitas, V. | 1.3 |
| 10/29/2002 | Review Fee Auditors Final Report on SSL's First, Second and Third Interim Quarterly Fee Applications (.3); memo from and to Fee Auditor re extension of time to file Final Report in respect of Fifth Interim Fee Application (.1); attended to files (.3). | Krieger, A. | 0.7 |
| 10/30/2002 | Download various recently filed bankruptcy case pleadings. | Defreitas, V. | 1.4 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| 10/30/2002 | Office conference LK re Fee Auditors Final Report on SSL First, Second, and Third Interim fee applications (.1); review Chambers' invoices in respect of Fourth and Fifth Interim Fee Applications (1.0); office conferences RS re review of Chambers' invoices and billing thereon (.5); prepare supplement to SSL's response to Fee Auditors Fifth Interim Fee Application (.6). | Krieger, A. | 2.2 |
| 10/30/2002 | Confs with A. Krieger re Fee Auditors Report and response to same (.3); research re same (.2). | Serrette, R. | 0.5 |
| 10/31/2002 | Review summary of fees and expenses created by the Fee Auditor and compare to our fee applications for the first three quarters. | Caskadon, A. | 1.0 |
| 10/31/2002 | Attended to Debtors' notices to the Court re deminimis asset sales. | Krieger, A. | 0.1 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|----------|
| Calvo, Fernando | 0.5 | \$ 170 | \$ 85.00 |

STROOCK

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| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|---------------------|-------|------|-----------|
| Caskadon, Alexandra | 6.5 | 170 | 1,105.00 |
| Defreitas, Vaughn | 12.5 | 100 | 1,250.00 |
| Krieger, Arlene | 51.9 | 475 | 24,652.50 |
| Kruger, Lewis | 0.6 | 695 | 417.00 |
| Pasquale, Kenneth | 1.0 | 495 | 495.00 |
| Serrette, Rosemarie | 3.0 | 170 | 510.00 |

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 28,514.50 |
|--|--------------|

| | |
|-----------------------|--------------|
| TOTAL FOR THIS MATTER | \$ 28,514.50 |
|-----------------------|--------------|

STROOCK

 PAGE: 12

| | |
|----|---|
| RE | Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 10/11/2002 | Telephone conference Chris Lane re MCNIC settlement (.2); telephone conference Chris Lane re prime landlord's opposition to extension of time to assume/reject leases (.1). | Krieger, A. | 0.3 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Krieger, Arlene | 0.3 | \$ 475 | \$ 142.50 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 142.50 |
|--|-----------|

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TOTAL FOR THIS MATTER

\$ 142.50

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| | |
|----|---|
| RE | Committee, Creditors', Noteholders', or Equity Holders' |
| | 699843 0017 |

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 10/01/2002 | Review, revise memorandum to the Committee re pending motions including IRS settlement motion (1.1). | Krieger, A. | 1.1 |
| 10/04/2002 | Review and revise memorandum to the Committee re setoff motions (1.3). | Krieger, A. | 1.3 |
| 10/04/2002 | Telephone call with J. Akre of Wachovia regarding Cybergenics decision. | Kruger, L. | 0.3 |
| 10/05/2002 | Review and revise memorandum to the Committee re Debtors motions for approval of Norris amendment and COLI interest issues settlement (.5);. | Krieger, A. | 0.5 |
| 10/07/2002 | Office conference with LK regarding Bank of America and Wachovia lift stay motions to effect set offs and committee's position therein (.1); memo from and to J. Andersen regarding Cybergenics memo (.1); memo from M. | Krieger, A. | 0.6 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| | Collins regarding extension of time for committee to object to motion (.1); prepare memorandum to the committee regarding Cybergenics' creditors' committee petition for rehearing en banc to the third circuit (.3). | | |
| 10/09/2002 | Memo to L. Hamilton re Norris contract and COLI matters (0.1); t/c L. Hamilton and C. Whitney Troyer re FTI analysis on Norris Contract modifications and Coli settlement (0.5); memo to T. Maher re pending matters (0.1); review, revise memorandum to the Committee re BofA and Wachovia Bank setoff motions (0.5); review and revise memorandum to the Committee re Norris contract motion and COLI settlement motion, and review FTI analyses (2.1); t/c T. Maher re pending matters (0.4). | Krieger, A. | 3.7 |
| 10/10/2002 | Telephone conferences with L. Hamilton regarding COLI memo and additional information from Blackstone (.3); additional revisions to Committee memorandum discussing COLI matter (.3); attended to memorandum to the Committee regarding COLI contract motion (.2); attended to memorandum to the Committee regarding Norris contract matters (.3). | Krieger, A. | 1.1 |
| 10/11/2002 | Telephone conference C. Lane re Committee's position on IRS settlement, approval of amended Norris contract (.1). | Krieger, A. | 0.1 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 10/25/2002 | Telephone call W. Katchen re Judge Wolin's decision (.3). | Krieger, A. | 0.3 |
| 10/27/2002 | Began to prepare memorandum to the committee re Judge Wolin's decision on Sealed Air Litigation and review of underlying documents thereon (.8). | Krieger, A. | 0.8 |
| 10/28/2002 | Complete preparation of memorandum to the committee re Judge Wolin's decision on Sealed Air Litigation (1.3); office conference RS re transmittal of Committee memorandum (.1). | Krieger, A. | 1.4 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-------------|
| Krieger, Arlene | 10.9 | \$ 475 | \$ 5,177.50 |
| Kruger, Lewis | 0.3 | 695 | 208.50 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 5,386.00 | |

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TOTAL FOR THIS MATTER

\$ 5,386.00

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| | |
|----|---|
| RE | Fee Application, Applicant 699843 0018 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 10/08/2002 | Review of time for September (.5). | Serrette, R. | 0.5 |
| 10/16/2002 | Office conference RS re preparation of responses to Warren Smith (.2). | Krieger, A. | 0.2 |
| 10/23/2002 | Review Stroock's August fee statement and prepare for filing | Caskadon, A. | 2.3 |
| 10/24/2002 | Revise (.9) and serve (.6) August fee application for SSL and Policano & Manzo. | Caskadon, A. | 1.5 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|---------------------|-------|--------|-----------|
| Caskadon, Alexandra | 3.8 | \$ 170 | \$ 646.00 |

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| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|---------------------|-------|------|-------|
| Krieger, Arlene | 0.2 | 475 | 95.00 |
| Serrette, Rosemarie | 0.5 | 170 | 85.00 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 826.00 |
|--|-----------|

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| TOTAL FOR THIS MATTER | \$ 826.00 |
|-----------------------|-----------|

STROOCK

 PAGE: 20

| | |
|----|--|
| RE | Fee Application, Others 699843 0020 |
|----|--|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| 10/17/2002 | Review of chambers bills (.3); confs with A. Krieger re same (.1). | Serrette, R. | 0.4 |
| 10/23/2002 | Review and prepare Financial Advisor's (FTI Policano & Manzo) fee application for filing. | Caskadon, A. | 1.0 |
| 10/24/2002 | Revise (.9) and serve (.6) August fee application for FTI Policiano & Manzo. | Caskadon, A. | 1.5 |
| 10/30/2002 | Conf with A. Krieger re Chambers Invoices (.2); research into same for First, Second and Third Quarters (.4); review Fee Auditors Reports (.3); review Fourth and Fifth Quarterly fee applications for FTI (.4). | Serrette, R. | 1.3 |

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| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-----------|-----------|
| Caskadon, Alexandra | 2.5 | \$ 170 | \$ 425.00 |
| Serrette, Rosemarie | 1.7 | 170 | 289.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 714.00 | |
| TOTAL FOR THIS MATTER | | \$ 714.00 | |

STROOCK

 PAGE: 22

| | |
|----|---|
| RE | Employee Benefits, Pension 699843 0021 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 10/01/2002 | Memo to L. Hamilton re FTI analyses of Norris contract amendment (.1); telephone conference S. Cunningham re FTI analyses of amendment to Norris contract (.1). | Krieger, A. | 0.2 |
| 10/02/2002 | Telephone conference S. Cunningham re Norris contract amendments (.2). | Krieger, A. | 0.2 |
| 10/16/2002 | Review Equity Committee response in support of Debtors' motion re Paul Norris contract (.1). | Krieger, A. | 0.1 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Krieger, Arlene | 0.5 | \$ 475 | \$ 237.50 |

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PAGE: 23

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 237.50 |
|--|-----------|

| | |
|-----------------------|-----------|
| TOTAL FOR THIS MATTER | \$ 237.50 |
|-----------------------|-----------|

STROOCK

PAGE: 24

| | |
|----|-------------|
| RE | Expenses |
| | 699843 0024 |

| | |
|--|---------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 0.00 |
|--|---------|

MATTER DISBURSEMENT SUMMARY

| | |
|----------------------------------|----------|
| Outside Messenger Service | \$ 47.95 |
| Local Transportation | 186.73 |
| Long Distance Telephone | 150.50 |
| Duplicating Costs-in House | 194.90 |
| Court Reporting Services | 876.75 |
| In House Messenger Service | 26.95 |
| Facsimile Charges | 78.00 |
| Travel Expenses - Transportation | 255.00 |
| Westlaw | 1073.76 |
| Word Processing - Logit | 66.00 |

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TOTAL DISBURSEMENTS/CHARGES

\$ 2,956.54

TOTAL FOR THIS MATTER

\$ 2,956.54

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| | |
|----|---|
| RE | Litigation and Litigation Consulting 699843 0032 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 09/27/2002 | Create file for Seymour Preston Jr. and load into livenote. | Horn, M. | 1.0 |
| 10/03/2002 | Attn. to Judge's opinion and O/S/C (.4); discussed same w/ K. Pasquale (.3). | Balk, H. | 0.7 |
| 10/03/2002 | Memos from and to KP re Judge Wolin's decision, order to show cause (.1); telephone conference LK re same (.1). | Krieger, A. | 0.2 |
| 10/03/2002 | Telephone call with T. Maher regarding response to Judge Wolin and alternative strategy (.3); telephone call with E. Inselbuch regarding asbestos plaintiff's response (.2); office conference with K. Pasquale regarding preparation for hearing before Judge Wolin regarding overcoming Cybergenics (.3); conference with B. Kelley regarding current status and strategy (.2); office conference with K. Pasquale regarding examiner or special | Kruger, L. | 1.2 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| | trustee as alternatives (.2). | | |
| 10/04/2002 | Research and attn. to documents in prep. for court conference. | Balk, H. | 1.1 |
| 10/04/2002 | Memo from and to J. Andersen re memo with respect to Wolin decision (.1); memo to and from KP re above (.1). | Krieger, A. | 0.2 |
| 10/06/2002 | Attention to PI and Equity Comm. responses to J. Wolin's Cybergenics Order to ShowCause (.3) | Pasquale, K. | 0.3 |
| 10/07/2002 | Office conference with LK regarding status of decision on Cybergenics' case and impact on Grace (.2); telephone conference with KP regarding review of Babcock fraudulent transfer adversary (.1); review adversary docket from Babcock case (.6); office conference with LK regarding B&W adversary proceedings (.1); telephone conference with B. Katchen regarding hearing before Judge Wolin (.1); telephone conference with M. Lastowski regarding hearing before Wolin (.1); telephone conference with LK regarding hearing before J. Wolin (.1) memo from M. Lastowski regarding US trustee's position (.1). | Krieger, A. | 1.4 |
| 10/07/2002 | In court in Newark, NJ before Judge Wolin regarding issues related to Sealed Air litigation (3.6); telephone call with W. Katchen regarding court agenda (.2). | Kruger, L. | 3.8 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 10/09/2002 | Conference call B. Katchen, LK, KP re prosecution of the Litigation, fee amount for, pleadings and affidavit of fees incurred to be filed by 10/12/02 (0.3); o/c RS re affidavit (0.1). | Krieger, A. | 0.4 |
| 10/09/2002 | Telephone call with B. Friedman regarding program of motions to be filed by litigants and possible appeals to third circuit (.3); office conference with K. Pasquale and A. Krieger regarding same, committee response and affidavit of fees regarding fraudulent conveyance (.3). | Kruger, L. | 0.6 |
| 10/09/2002 | Review OSC (.3); order denying leave to appeal (.4); objection to SA motion to strike (.4); PI comm. Objection to 2d CMO (.4); equity comm. response to OSC U.S. Trustee's response to OSC (.3); SA brief re: Waiver, Wolin letter re argument(.2); review KP memo re: OSC procedure (.2). | Sasson, M. | 2.2 |
| 10/10/2002 | Prepare form of affidavit for LK as requested by Judge Wolin regarding fees incurred in connection with the Sealed Air litigation (.6); office conference with LK regarding same (.1); office conference with R. Serrette regarding aggregate fee amount (.1); review Sealed Air motion/memorandum regarding waiver (1.0). | Krieger, A. | 1.8 |

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 PAGE: 29

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 10/11/2002 | Prepare correspondence to Judge Wolin re transmittal letter for Kruger Affidavit on fees relating to fraudulent transfer litigation (.5). | Krieger, A. | 0.5 |
| 10/11/2002 | Review of motions by PI Committee - debtor regarding proceedings with respect to Sealed Air litigation, including appointment of trustee and/or examiner. | Kruger, L. | 0.8 |
| 10/11/2002 | Attention to respective motions by parties re effect of Cybergene decision (2.0) | Pasquale, K. | 2.0 |
| 10/11/2002 | Review motion to dismiss (.2); pl. opposition to m/d (.3); motion for trustee (.2); objection to appointment of examiner (.3). | Sasson, M. | 1.0 |
| 10/13/2002 | Attended to motion by Grace for appointment of a limited purpose trustee or examiner (.4); attended to US Trustee's supplemental statement on appointment of US Trustee (.4); attended to Equity Committee motion re examiner (.1); attended to Property Damage Committee motion re reset trial (3.). | Krieger, A. | 1.2 |
| 10/14/2002 | Review filings re: appointment of trustee (.1), Cybergene decision (.2). | Sasson, M. | 0.3 |
| 10/15/2002 | Continue to attend to PD Committee motion to reset trial and in opposition to motion to dismiss, other (.4); attended to Fresenius motion re appointment of trustee (.2). | Krieger, A. | 0.6 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|----------------|-------|
| 10/16/2002 | Review Sealed Air's motion to dismiss and opposition to motions seeking the appointment of a trustee, limited purpose trustee or examiner (1.1); review PI Committee's motion for appointment of a Trustee (.5); began to review transcript before Judge Wolin (10/07/02) (.4). | Krieger, A. | 2.0 |
| 10/17/2002 | Complete review of PI Committee motion to appoint a trustee and notes thereon (1.0); attended to PI Committee opposition to plaintiff's motion to dismiss (2.). | Krieger, A. | 1.2 |
| 10/17/2002 | Review e-mails received enclosing deposition transcripts (.4) and print and organize (.4) | Mariano, C. | 0.8 |
| 10/23/2002 | Telephone call B. Katchen re fee applications being filed in the Sealed Air litigation, and status of issuance of a decision from the Court on the litigation (.2). | Krieger, A. | 0.2 |
| 10/23/2002 | Organization of depositions to be indexed into computer (.5). | Maniscalco, I. | 0.5 |
| 10/23/2002 | Meet with paralegal Ilea Maniscalco (.1) and review documents for filing (.7) | Mariano, C. | 0.8 |
| 10/24/2002 | Attended to Judge Wolin's opinion in Sealed Air litigation (.8); memo to M. Lastowski, W. Katchen, KP, LK re Judge Wolin's decision | Krieger, A. | 2.0 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| | (.3); telephone conference M. Lastowski re same (.2); telephone conference W. Katchen re same (.3); telephone conference LK re same (.3). | | |
| 10/25/2002 | Obtain e-mails from bankruptcy and print and organize (1.0) | Mariano, C. | 1.0 |
| 10/25/2002 | Attention to Judge Wolin's 10/24 opinion re effect of Cybergenics (1.5); telephone conference with Katchen re same (.3) | Pasquale, K. | 1.8 |
| 10/25/2002 | Review Wolin opinion (.7); research amicus rules (.2); t/c K. Pasquale re: same (.3). | Sasson, M. | 1.2 |
| 10/28/2002 | Obtain e-mails from Bankruptcy Dept., review and organize (.5) | Mariano, C. | 0.5 |
| 10/28/2002 | Telephone conference T. Maher re Sealed Air 10/24 decision (.3); telephone conference W. Katchen re same (.2) | Pasquale, K. | 0.5 |
| 10/29/2002 | Research regarding right to be heard on appeal. | Ross, A. | 0.1 |
| 10/30/2002 | Office conference LK re Judge Wolin's decision (.1). | Krieger, A. | 0.1 |
| 10/30/2002 | Office conference with A. Krieger regarding Judge Wolin's decision and current status. | Kruger, L. | 0.3 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|----------------|-------|
| 10/30/2002 | Printed and prepared documents for update into the case file judgment roll (.5). Organized and inputted documents into computer system under judgment roll file (1.5). | Maniscalco, I. | 2.0 |
| 10/30/2002 | Attention to inquiries re 10/24 J. Wolin decision (.5); attention to Appellate issues relative to 10/24 decision (.8) | Pasquale, K. | 1.3 |
| 10/30/2002 | Research regarding right to be heard on appeal. | Ross, A. | 0.9 |
| 10/30/2002 | O/c A. Ross re: research re: standing to appeal. | Sasson, M. | 0.5 |
| 10/31/2002 | Review en banc petition on Cybergenics (0.5); reviewed PI Committee's motion for expedited appeal of District Court's 10/24 order and petition to the 3rd Circuit for appeal (0.7). | Krieger, A. | 1.2 |
| 10/31/2002 | Attention to PI Commission petition and motion for expedited appeal (.6) | Pasquale, K. | 0.6 |
| 10/31/2002 | Research regarding right to be heard on appeal. | Ross, A. | 5.9 |
| 10/31/2002 | O/c K. Pasquale re: letter to Wolin, appeal (.4); outline draft letter to Wolin re: 10/24/02 opinion (.7); attention to confidentiality issues re: report for expert (.3); o/c a. Ross re standing | Sasson, M. | 1.7 |

STROOCK

 PAGE: 33

| DATE | DESCRIPTION | NAME | HOURS |
|------|-----------------|------|-------|
| | on appeal (.3). | | |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--------------------|-------|--------|-----------|
| Balk, Heidi | 1.8 | \$ 325 | \$ 585.00 |
| Horn, Meredith | 1.0 | 155 | 155.00 |
| Krieger, Arlene | 13.0 | 475 | 6,175.00 |
| Kruger, Lewis | 6.7 | 695 | 4,656.50 |
| Maniscalco, Ilea | 2.5 | 70 | 175.00 |
| Mariano, Christine | 3.1 | 155 | 480.50 |
| Pasquale, Kenneth | 6.5 | 495 | 3,217.50 |
| Ross, Adam S. | 6.9 | 185 | 1,276.50 |
| Sasson, Moshe | 6.9 | 395 | 2,725.50 |

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 19,446.50 |
|--|--------------|

| | |
|-----------------------|--------------|
| TOTAL FOR THIS MATTER | \$ 19,446.50 |
|-----------------------|--------------|

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STROOCK

 PAGE: 35

| | |
|----|-------------------------|
| RE | Hearings 699843 0037 |
|----|-------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 10/25/2002 | Memos to and from M. Lastowski re 10/28/02 hearing (.2); office conference V. DeFreitas re pleadings for hearing (.2); review amended agenda (.1); attended to orders issued by the Court re extension of time to assume/reject non-residential real property leases, ZAI Order (.1). | Krieger, A. | 0.6 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Krieger, Arlene | 0.6 | \$ 475 | \$ 285.00 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 285.00 |
|--|-----------|

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TOTAL FOR THIS MATTER

\$ 285.00

STROOCK

 PAGE: 37

| | |
|----|---|
| RE | Relief from Stay Proceedings 699843 0041 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 10/01/2002 | Telephone conference Jay Kapp, R. Higgins re Bank motions for stay relief to effect setoff and legal issues raised (.1); telephone conference S. Cunningham re FTI view thereon (.1); reviewed case law on applicability of setoff (.1). | Krieger, A. | 0.3 |
| 10/03/2002 | Review case law re setoff rights (.6); office conference J. Kapp re setoff issues (.2). | Krieger, A. | 0.8 |
| 10/04/2002 | Telephone conference R.Higgins re law governing the B of A letter of credit and legal issues on setoff (.5); memos to and from J. Andersen (.2). | Krieger, A. | 0.7 |
| 10/08/2002 | T/c Roger Higgins re COLI and Norris motions, Wachovia and BofA setoff motions and property damage committee's position thereon (0.2). | Krieger, A. | 0.2 |

STROOCK

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| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-----------|-----------|
| Krieger, Arlene | 2.0 | \$ 475 | \$ 950.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 950.00 | |
| TOTAL FOR THIS MATTER | | \$ 950.00 | |

STROOCK

 PAGE: 39

| | |
|----|---------------------------|
| RE | Tax Issues 699843 0047 |
|----|---------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| 10/01/2002 | Review IRS "COLI" motion (.9); call w/MAL and A. Kreiger (.4); d/w MAL re same (.5); review AK e-mail response analysis and questions re same (.8). | Greenberg, M. | 2.6 |
| 10/01/2002 | Office conference M. Levy, M. Greenberg re COLI settlement agreement and further inquiries to be made to the Debtors (.5); telephone conference Jay Kapp, R. Higgins re IRS settlement (.3); telephone conference S. Cunningham, L. Hamilton re IRS settlement agreement questions, analyses for the Committee (.4). | Krieger, A. | 1.2 |
| 10/01/2002 | Motion to settle COLI tax issues with IRS - o/c Greenberg (.4), c/c Krieger and Greenberg (.4). | Levy, M. | 0.8 |
| 10/02/2002 | Memos to and from M. Greenberg re binding effect of order on IRS, discussed proposed terms of revised order (.2). | Krieger, A. | 0.2 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|---------------|-------|
| 10/03/2002 | Review new IRS notice (.4); memo to Levy and Kreiger re same (.3) review issues on COLI (.8). | Greenberg, M. | 1.5 |
| 10/04/2002 | Review materials re COLI issue (.2); d/w MAL are same (.1). | Greenberg, M. | 0.3 |
| 10/04/2002 | Telephone conference R. Higgins re COLI settlement, character of the IRS claims, binding nature of order on IRS (.3). | Krieger, A. | 0.3 |
| 10/04/2002 | Motion to settle COLI issue with IRS - review Tax Notes article on COLI issue (.3), o/c M. Greenberg (.1). | Levy, M. | 0.4 |
| 10/10/2002 | Telephone conference with Rogers Higgins regarding COLI information request from FTI and discussions with the PI Committee's tax counsel (.2); telephone conference with Jay Sakalo regarding PI Committee's position on COLI motion and revisions to order (.3). | Krieger, A. | 0.5 |
| 10/14/2002 | Office conference R. Higgins re Committee's position on COLI settlement (.1). | Krieger, A. | 0.1 |
| 10/16/2002 | Review Fresenius Limited objection to IRS COLI settlement (.7); review PI Committee's limited objection to COLI settlement motion (.1); memo to M. Levy, M.Greenberg re objections and issues raised thereon (.2). | Krieger, A. | 1.0 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|---------------|-------|
| 10/17/2002 | Review motions re COLI (.2); analysis re COLI deductions (.4); con. w/AK re motions on COLI (.8); call w/debtor; counsel re COLI issues (.4); e-mails and analysis re impact of tax sharing agreement (.5). | Greenberg, M. | 2.3 |
| 10/17/2002 | Memos from and to Mayer Greenberg re COLI matter (.2); review response (.2); office conference Mayer Greenberg re COLI settlement issues and telephone conferences R. Higgins re proposed resolution of parties and order to show cause (1.3); follow up conference R. Higgins re global settlement (.2); memo to rep at FTI re COLI settlement order (.1); memo to M. Greenberg re policy termination issues (.1); follow up memos from and to R. Higgins re tax sharing agreement (.1). | Krieger, A. | 2.2 |
| 10/18/2002 | Assignment received from Mayer Greenberg (.3); began to research priority claims, set-offs and recoupments (.4). | Brandes, R. | 0.7 |
| 10/18/2002 | Review revised COLI order (.6); d/w A. Krieger and e-mails re same (.2); review further revisions and analysis (.4); conference w/Brandes re recoupment (.3). | Greenberg, M. | 1.5 |
| 10/18/2002 | Analysis re information request. | Greenberg, M. | 0.3 |
| 10/18/2002 | Review amended versions of order resolving objections to Coli settlement proposal (.3); | Krieger, A. | 1.0 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| | memos to L. Hamilton re same (.2); office conference M. Greenberg re terms of order (.3); telephone conference R. Higgins re proposed revisions to order (.2). | | |
| 10/23/2002 | Research on priority claims in bankruptcy and the meaning of set-off and recoupment in bankruptcy context. | Brandes, R. | 5.2 |
| 10/24/2002 | Research on the definition of set-off in bankruptcy context (0.8); discussion with Mayer Greenberg (0.2). | Brandes, R. | 1.0 |
| 10/24/2002 | Discussion with R. Brandes re set-off of tax claims. | Greenberg, M. | 0.3 |
| 10/30/2002 | Review Motion and review file re: 93-95 tax issues (.6); emails W/A Kreger (.3). | Greenberg, M. | 0.9 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--------------------|-------|--------|-------------|
| Brandes, Ronnie H. | 6.9 | \$ 245 | \$ 1,690.50 |
| Greenberg, Mayer | 9.7 | 525 | 5,092.50 |
| Krieger, Arlene | 6.5 | 475 | 3,087.50 |
| Levy, Mark | 1.2 | 650 | 780.00 |

STROOCK

PAGE: 43

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 10,650.50 |
|--|--------------|

| | |
|-----------------------|--------------|
| TOTAL FOR THIS MATTER | \$ 10,650.50 |
|-----------------------|--------------|

STROOCK

PAGE: 44

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 68,404.00 |
| TOTAL DISBURSEMENTS/CHARGES | \$ 2,956.54 |
| TOTAL BILL | \$ 71,360.54 |

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

STROOCK

SERVICE AND EXPENSE REMITTANCE SUMMARY

| | |
|-------------|-------------------------|
| DATE | January 21, 2003 |
| INVOICE NO. | 278730 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |
| RE | 699843 W R Grace & Co |

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 75,820.50 |
|--|--------------|

Please return this page with your remittance and please reference the client/matter number on all related correspondence.

AMOUNT PAID \$

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

STROOCK

| | |
|-------------|-------------------------|
| DATE | January 21, 2003 |
| INVOICE NO. | 278730 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |
| RE | 699843 W R Grace & Co |

FOR PROFESSIONAL SERVICES RENDERED and disbursements incurred for the period through November 30, 2002 in connection with the following matters:

| | FEES |
|---|-----------|
| 0002 Claim Analysis Objection, Resolution & Estimation (Asbestos) | 4,729.00 |
| 0008 Asset Analysis and Recovery | 427.50 |
| 0013 Business Operations | 475.00 |
| 0014 Case Administration | 6,503.00 |
| 0015 Claims Analysis/Objections/Administration (Non-Asbestos) | 95.00 |
| 0017 Committee, Creditors', Noteholders', or Equity Holders' | 1,995.00 |
| 0018 Fee Application, Applicant | 15,531.00 |
| 0020 Fee Application, Others | 1,067.50 |
| 0034 Litigation and Litigation Consulting | 42,005.00 |
| 0035 Travel - Non Working | 950.00 |
| 0037 Hearings | 2,042.50 |
| TOTAL | 75,820.50 |

STROOCK

INVOICE

| | |
|-------------|-------------------------|
| DATE | January 21, 2003 |
| INVOICE NO. | 278730 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through November 30, 2002, including:

| | |
|----|---|
| RE | Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0002 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 11/05/2002 | Attended to review of Armstrong plan providing for the treatment of asbestos claims (.8); attended to review of Armstrong press release re plan filing (.1); attended to memorandum re Judge Newsome's Daubert | Krieger, A. | 1.1 |

STROOCK

 PAGE: 2

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| | hearing ruling on property damage liability evidence (.2). | | |
| 11/05/2002 | Office conference with KP re: letter to Judge Wolin re: Grace issues (.2) and review of letter to Wolin (.3). | Kruger, L. | 0.5 |
| 11/06/2002 | Continue review of Armstrong Plan and related documents (4.4). | Krieger, A. | 4.4 |
| 11/07/2002 | Office conference DW re Armstrong plan terms and PD Committee pleading seeking leave to appeal from Judge Newsome's order on Daubert trial (.5); review pleading (.4). | Krieger, A. | 0.9 |
| 11/14/2002 | Review Gonzalez cases re exposure sufficient to overcome summary judgment motion on asbestos caused mesothelioma (.3). | Krieger, A. | 0.3 |
| 11/18/2002 | Telephone call from W. Katchen to have En Banc hearing to review the 3rd Circuit Decision on Cybergenics (.2); email from W. Katchen regarding settlement conference (.2). | Kruger, L. | 0.4 |
| 11/21/2002 | Telephone conference with Inselbuch re: court ordered mediation prospects. | Kruger, L. | 0.3 |
| 11/27/2002 | Attended to Mobil Corporation and Honeywell International v. Adkins petition to the Supreme Court re aggregation of mass tort liability trials (1.5). | Krieger, A. | 1.5 |

STROOCK

PAGE: 3

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-------------|
| Krieger, Arlene | 8.2 | \$ 475 | \$ 3,895.00 |
| Kruger, Lewis | 1.2 | 695 | 834.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 4,729.00 | |
| TOTAL FOR THIS MATTER | | \$ 4,729.00 | |

STROOCK

 PAGE: 4

| | |
|----|-----------------------------|
| RE | Asset Analysis and Recovery |
| | 699843 0008 |

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 11/05/2002 | Review FTI analysis of Middy acquisition (.4); telephone conference L. Hamilton re FTI analysis and forward revised analysis to the Committee (.3); memo to LK re above (.2). | Krieger, A. | 0.9 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Krieger, Arlene | 0.9 | \$ 475 | \$ 427.50 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 427.50 |
|--|-----------|

STROOCK

PAGE: 5

TOTAL FOR THIS MATTER

\$ 427.50

STROOCK

 PAGE: 6

| | |
|----|---------------------|
| RE | Business Operations |
| | 699843 0013 |

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 11/15/2002 | Review third quarter ended and 9/02 financial reports (1.0). | Krieger, A. | 1.0 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Krieger, Arlene | 1.0 | \$ 475 | \$ 475.00 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 475.00 |
|--|-----------|

STROOCK

PAGE: 7

TOTAL FOR THIS MATTER

\$ 475.00

STROOCK

 PAGE: 8

| | |
|----|------------------------------------|
| RE | Case Administration 699843 0014 |
|----|------------------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|---------------|-------|
| 11/04/2002 | Download recently filed pleadings for distribution to working group. | Defreitas, V. | 0.7 |
| 11/04/2002 | Telephone conference T. Yosseloff re motion authorizing trading (.1); review order forwarded (.1); memo to LK re same (.1). | Krieger, A. | 0.3 |
| 11/04/2002 | Telephone conference C. Bastable re Armstrong plan and treatment of asbestos and other unsecured claims (.3). | Krieger, A. | 0.3 |
| 11/05/2002 | Download recently filed pleadings for distribution to working group. | Defreitas, V. | 2.5 |
| 11/05/2002 | Memo from and to M Chehi Committee contact list (.2); memo to L. Hamilton re Committee contract list (.2). | Krieger, A. | 0.4 |
| 11/06/2002 | Download recently filed pleadings for distribution to working group. | Defreitas, V. | 0.8 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| 11/07/2002 | Review correspondence to Judge Wolin (.2); memo to LK, KP re same (.1); telephone conference R. Douglas re Cybergenics decision (.1); memo from and to M. Lastowski re Third Circuit ruling (.1) | Krieger, A. | 0.5 |
| 11/07/2002 | Conf with accounting re payment of June and July invoices (.1); Conf with L. Hamilton re payment of invoices and sixth quarterly (.2). | Serrette, R. | 0.3 |
| 11/08/2002 | Download recently filed pleadings for distribution to working group. | Defreitas, V. | 2.5 |
| 11/08/2002 | Conf call with accounting to reconcile Grace payments (.3); follow up research (.4). | Serrette, R. | 0.7 |
| 11/11/2002 | Draft summary chart for fee periods from 4/2001 - 8/2002. | Caskadon, A. | 1.0 |
| 11/11/2002 | Download recently filed pleadings for distribution to working group. | Defreitas, V. | 2.3 |
| 11/11/2002 | Attended to Pachulski motion shortening time (.1). | Krieger, A. | 0.1 |
| 11/12/2002 | Review proposed form of revised order re bank debt trading approval (.2); telephone conference T. Yosseloff re comments to order (.3). | Krieger, A. | 0.5 |

STROOCK

 PAGE: 10

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| 11/13/2002 | Download recently filed pleadings for distribution to working group | Defreitas, V. | 2.7 |
| 11/13/2002 | Office conferences RS re shortfall on fee/expense amount paid by Debtors in respect of Fourth quarterly fee application (.3); review order/motion authorizing retention of asbestos experts (.2); telephone conference Scotta McFarland re outstanding payment issue (.1); telephone conference P. Galbraith (Pachulski, Stang) re payment issue (3.). | Krieger, A. | 0.9 |
| 11/14/2002 | Download recently filed pleadings for distributed for distribution to working group. | Defreitas, V. | 1.2 |
| 11/14/2002 | Telephone conference L. Ferdinand re order allowing compensation in respect of the fourth quarterly fee period (.1); review docket update (.2). | Krieger, A. | 0.3 |
| 11/18/2002 | Download recently filed pleadings for distribution to working group | Defreitas, V. | 3.3 |
| 11/19/2002 | Download recently filed documents for distribution to working group | Defreitas, V. | 3.3 |
| 11/20/2002 | Download recently filed documents for distribution to atty working group. | Defreitas, V. | 2.5 |
| 11/20/2002 | Further review of fee auditors amended final report (.3); review of sixth quarterly fee application and expert fees (.3). | Serrette, R. | 0.6 |

STROOCK

 PAGE: 11

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|---------------|-------|
| 11/21/2002 | Download recently filed documents for distribution to atty working group | Defreitas, V. | 2.2 |
| 11/21/2002 | Review of proposed fee order for first, second and third quarterly fee applications (.3). | Serrette, R. | 0.3 |
| 11/22/2002 | Review October fee statement received from accounting (2.0) Send SSL and FTI Policano & Manzo 6th Quarterly fee application along with July, August and September monthly fee statements and original certificates of service to Shelly Caban at Duane Morris LLP (.3). | Caskadon, A. | 2.3 |
| 11/22/2002 | Office conference RS re fee hearings (.3); office conference V. DeFreitas re pleadings for 11/29/02 hearings before Judge Fitzgerald (.2); began to prepare materials for 11/29/02 hearings (.5). | Krieger, A. | 1.0 |
| 11/22/2002 | Telephone conference M. Lastowski re fee auditor's position on DM fee application (.1); telephone conference S. Cunningham re 11/25/02 hearings (.1); telephone conference Ed Ordway re 11/25/02 hearings (.1) | Krieger, A. | 0.3 |
| 11/22/2002 | Conf with A. Krieger to prepare for fee hearing (.2); research re same (.5). | Serrette, R. | 0.7 |
| 11/25/2002 | Download recently filed documents to central files and for distribution to atty working group | Defreitas, V. | 3.1 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|---------------|-------|
| 11/26/2002 | Memo to RS re revised fee auditor project categories correspondence (.1). | Krieger, A. | 0.1 |
| 11/27/2002 | Download recently filed documents to central files and for distribution to working atty working group | Defreitas, V. | 3.2 |
| 11/27/2002 | Attended to Fee Auditors report on several fee quarters including Caplin & Drysdale, Holme Roberts (.3); attended to updated docket (.2). | Krieger, A. | 0.5 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-----------|
| Caskadon, Alexandra | 3.3 | \$ 170 | \$ 561.00 |
| Defreitas, Vaughn | 30.3 | 100 | 3,030.00 |
| Krieger, Arlene | 5.2 | 475 | 2,470.00 |
| Serrette, Rosemarie | 2.6 | 170 | 442.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 6,503.00 | |

STROOCK

PAGE: 13

TOTAL FOR THIS MATTER

\$ 6,503.00

STROOCK

 PAGE: 14

| | |
|----|--|
| RE | Claims Analysis/Objections/Administration (Non-Asbestos) |
| | 699843 0015 |

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 11/25/2002 | Telephone conference J. Baer re Caterpillar motion, settlement of Ohio lawsuit involving former book selling subsidiary. | Krieger, A. | 0.1 |
| 11/27/2002 | Memorandum to J. Baer re Baker and Taylor settlement information and extension of time for Committee to respond (.1). | Krieger, A. | 0.1 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|----------|----------|
| Krieger, Arlene | 0.2 | \$ 475 | \$ 95.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 95.00 | |

STROOCK

PAGE: 15

TOTAL FOR THIS MATTER

\$ 95.00

STROOCK

 PAGE: 16

| | |
|----|---|
| RE | Committee, Creditors', Noteholders', or Equity Holders' |
| | 699843 0017 |

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 11/04/2002 | Telephone conference M. Coventry re current Committee contact list (.1); prepare updated Committee only contact list and forward same to M. Coventry (.5); memo to the Committee re Third Circuit request for briefing in Cybergenics, Sealed Air motion to dismiss, other (.1). | Krieger, A. | 0.7 |
| 11/05/2002 | Memo to T. Maher re Bank debt holder trading order (.2); telephone conference T. Maher re substance of conversation with bank debt holder (.1); memo to debt holder (.1). | Krieger, A. | 0.4 |
| 11/06/2002 | Memo to T. Yoseloff re conversation with T. Maher (.1); telephone conference T. Yoseloff re substance of additional conversation with T. Maher (.1); memo from FTI re Middy acquisition analysis (.1). | Krieger, A. | 0.3 |
| 11/07/2002 | Telephone conference R. Douglas re forwarding Midday analysis to signatories to Bank confidentiality agreement and forwarding | Krieger, A. | 0.2 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| | advice to Committee (.2). | | |
| 11/08/2002 | Memo to the Committee re proposed circulation of FTI Midday analyses to signatories to Bank Confidentiality Agreement (.5); memos from and to S. Cunningham re Committee memorandum on Middy acquisition (.2); began to prepare memo to the Committee re Armstrong plan terms (1.0). | Krieger, A. | 1.7 |
| 11/11/2002 | Prepare memorandum to the Committee re distribution of FTI analysis of Middy acquisition and distribution of same to bank signatories (3.). | Krieger, A. | 0.3 |
| 11/12/2002 | Attended to memo from and to T. Maher re bank confidentiality agreement (.2); memos from and to R. Douglas re Committee members response on signatory memo (.1). | Krieger, A. | 0.3 |
| 11/18/2002 | Attended to memo to the Committee re Third Circuit decision to hear Cybergenics and resulting vacatur of decisions pending en banc ruling (.1); attended to memo to the Committee re joint stipulation on Sealed Air litigation (.1). | Krieger, A. | 0.2 |
| 11/20/2002 | Memo from J. Hong (DK) re information for trading motion (.1). | Krieger, A. | 0.1 |

STROOCK

PAGE: 18

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-------------|
| Krieger, Arlene | 4.2 | \$ 475 | \$ 1,995.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 1,995.00 | |
| TOTAL FOR THIS MATTER | | \$ 1,995.00 | |

STROOCK

 PAGE: 19

| | |
|----|---|
| RE | Fee Application, Applicant 699843 0018 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 11/01/2002 | Conference re: Grace September Fee Statement with R. Serrette (.6); Review and Edit Stroock's September Fee Statement (2.0) | Caskadon, A. | 2.6 |
| 11/04/2002 | Preliminary revision of 6th Quarterly Fee Application. | Caskadon, A. | 1.9 |
| 11/07/2002 | Assist prepare 6th quarterly fee application: print and review July and August fee statements and 5th quarterly fee app(1.1); and print and review cover sheets for Jan-Aug and 4th quarterly fee application per R. Serrette instructions (1.1). | Caskadon, A. | 2.2 |
| 11/07/2002 | Research invoices and payments received (.4); begin review of October time (.2); discussion with A. Caskadon re September bill (.2). | Serrette, R. | 0.8 |
| 11/10/2002 | Review September 2002 time detail for preparation of fee application (1.0). | Krieger, A. | 1.0 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 11/11/2002 | Draft Notices for SSL for September fee statements (.7). Review September fee statement with A. Krieger (.3) and M. Sasson (.4). Revise September fee app for accounting (2.0). | Caskadon, A. | 1.3 |
| 11/11/2002 | Memo to MS re time detail (.2); memo to RS re Fee Auditor's report on SSL Fifth Quarterly application (.1). | Krieger, A. | 0.3 |
| 11/12/2002 | Assist R. Serrette in preparing 6th quarterly fee app by reviewing the Certificate of No Objection filed by local counsel for the June and July fee statements of SSL(.9) . Review September fee app in preparation for service and filing (1.2). | Caskadon, A. | 2.1 |
| 11/12/2002 | Preparation of sixth quarterly fee application (7.0); office conference A. Caskadon re finalization of monthly fee application for September 2002 (.2). | Krieger, A. | 7.2 |
| 11/13/2002 | Finalize and serve September fee statement for SSL (2.3); Assist in preparation of 6th quarterly fee application: print off docs for A. Krieger (.8) and research on the web Certificate of No Objection filed by local counsel (.6). | Caskadon, A. | 3.7 |
| 11/13/2002 | Continue to prepare Sixth Quarterly fee application, review and revise same (5.4); office conference A. Caskadon re same (.2); office conferences RS re preparation of fee application to reflect new matter numbers (.2). | Krieger, A. | 5.8 |

STROOCK

 PAGE: 21

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 11/13/2002 | Conf with accounting re fees paid (.1); further conf with John Port re same (.1); conf with A. Krieger re same (.2). | Serrette, R. | 0.4 |
| 11/14/2002 | Revise 6th Quarterly fee application per A. Krieger and K. Pasquale's corrections (2.4). Review 6th Quarterly fee application for discrepancy in billing amounts from monthly statements to Quarterly application (1.8). Further revise 6th quarterly fee application for distribution per corrections made by R. Serrette (2.4); conf with R. Serrette re: same (.6).. | Caskadon, A. | 7.2 |
| 11/14/2002 | O/c with A. Krieger re: prep of Quarterly fee app. | Caskadon, A. | 0.3 |
| 11/14/2002 | Review quarterly fee application (2.8); office conference KP re review of application (.3); office conferences A. Caskadon re preparation of revised schedules, and preparation of Pasquale Affidavit (.3). | Krieger, A. | 3.4 |
| 11/14/2002 | Attention to draft of Sixth Interim Fee Application (1.0) | Pasquale, K. | 1.0 |
| 11/14/2002 | Assisted with the preparation of the sixth quarterly fee application preparation (.7). | Serrette, R. | 0.7 |
| 11/15/2002 | Edit (1.8) and finalize (2.2) 6th quarterly fee application for service. | Caskadon, A. | 4.0 |
| 11/15/2002 | O/c with A. Krieger re: 6th Quarterly fee app. | Caskadon, A. | 0.2 |

STROOCK

 PAGE: 22

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| 11/15/2002 | Assisted in reconciling charts for Fee Application. | Holzberg, E. | 0.5 |
| 11/15/2002 | Office conference A. Caskadon re final modifications to quarterly fee application (.2). | Krieger, A. | 0.2 |
| 11/15/2002 | Conf with V. Ferdinand (fee auditor) (.1); edits to fifth quarterly spreadsheet (.5); assisted with preparation of sixth quarterly fee application (.6). | Serrette, R. | 1.2 |
| 11/18/2002 | Prepare Notice of 6th Quarterly fee app for SSL (.5) for approval by Duane Morris and email to S. Caban (.1). Prepare (1.2) and serve (.8) 6th Quarterly fee application via email and Federal Express. | Caskadon, A. | 2.6 |
| 11/20/2002 | Review and edit October fee statement and send to accounting for changes (1.6) Meet with P. Harrington in accounting re: changing matter names to match fee auditor's matter names for fee statements and applications (.4). | Caskadon, A. | 2.0 |
| 11/26/2002 | Revise Grace October fee statement per A. Krieger's corrections. | Caskadon, A. | 1.0 |
| 11/26/2002 | O/c with A. Krieger re: October 2002 time detail. | Caskadon, A. | 0.1 |
| 11/26/2002 | Review SSL October 2002 time detail (1.2); office conference A. Caskadon re same (.1). | Krieger, A. | 1.3 |

STROOCK

 PAGE: 23

| DATE | DESCRIPTION | NAME | HOURS |
|------|-------------|------|-------|
|------|-------------|------|-------|

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|---------------------|-------|--------|-------------|
| Caskadon, Alexandra | 31.2 | \$ 170 | \$ 5,304.00 |
| Holzberg, Ethel | 0.5 | 170 | 85.00 |
| Krieger, Arlene | 19.2 | 475 | 9,120.00 |
| Pasquale, Kenneth | 1.0 | 495 | 495.00 |
| Serrette, Rosemarie | 3.1 | 170 | 527.00 |

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 15,531.00 |
|--|--------------|

| | |
|-----------------------|--------------|
| TOTAL FOR THIS MATTER | \$ 15,531.00 |
|-----------------------|--------------|

STROOCK

 PAGE: 24

| | |
|----|--|
| RE | Fee Application, Others 699843 0020 |
|----|--|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| 11/11/2002 | Draft Notices for FTI Policano & Manzo for September fee statements (.6) | Caskadon, A. | 0.6 |
| 11/12/2002 | Assist R. Serrette in preparing 6th quarterly fee app by reviewing the Certificate of No Objection filed by local counsel for the June and July fee statements of FTI Policano & Manzo(.9) | Caskadon, A. | 0.9 |
| 11/13/2002 | Finalize and serve September fee statement for FTI Policano & Manzo. | Caskadon, A. | 2.3 |
| 11/15/2002 | Review Pachulski motion to shorten notice period in respect of fifth quarterly fee application (.1). | Krieger, A. | 0.1 |
| 11/18/2002 | Prepare Notice of 6th Quarterly fee app for FTI Policano & Manzo (.5) and email to S. Caban (.1) | Caskadon, A. | 0.6 |
| 11/20/2002 | Review October fee statement for FTI Policano & Manzo | Caskadon, A. | 0.8 |

STROOCK

 PAGE: 25

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| | & Manzo. | | |
| 11/20/2002 | Draft Notice for FTI Policano & Manzo October Fee Statement (.4) and draft certificate of service (.4). | Caskadon, A. | 0.8 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|---------------------|-------|--------|-------------|
| Caskadon, Alexandra | 6.0 | \$ 170 | \$ 1,020.00 |
| Krieger, Arlene | 0.1 | 475 | 47.50 |

| | |
|--|-------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 1,067.50 |
|--|-------------|

| | |
|-----------------------|-------------|
| TOTAL FOR THIS MATTER | \$ 1,067.50 |
|-----------------------|-------------|

STROOCK

 PAGE: 26

| | |
|----|---|
| RE | Litigation and Litigation Consulting 699843 0034 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|----------------|-------|
| 11/01/2002 | 0.5 - Printed and prepared documents for update into computer system. 2.3 - Organized and inputted recent documents into case judgment roll file. | Maniscalco, I. | 2.8 |
| 11/01/2002 | Telephone conference M.Browdy re status of appeals (.2); attention to same (.3) | Pasquale, K. | 0.5 |
| 11/01/2002 | Research regarding right to be heard on appeal. | Ross, A. | 3.4 |
| 11/01/2002 | O/c A. Ross re: research (.2); t/c K. Pasquale re: same (.1); continued research re: appellate procedure (.3). | Sasson, M. | 0.6 |
| 11/04/2002 | Telephone conference B. Katchen re en banc ruling, Sealed Air's appeal (.3); US Trustee's supplemental memorandum on Cybergenics decisions (.3); Milberg Weiss application for interim compensation (.2); memo to LK, KP re Milberg Weiss application (.1); review PI Committee's opposition to Sealed Air's motion | Krieger, A. | 2.3 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|----------------|-------|
| | to dismiss (.1); review equity committee pleading regarding potential appointment of examiner or trustee (.1); review Fresenius pleading regarding trustee appointment (3.); review PD Committee's motion and memorandum of law to reset trial, disqualify Grace and in opposition to motion to dismiss (.2); review US Trustee's memorandum in response to October 7 hearing (.7). | | |
| 11/04/2002 | Attention to Sealed Air petition for Appellate review to Third Circuit (.8) | Pasquale, K. | 0.8 |
| 11/04/2002 | Review PI appellate brief (.5); attention to Peterson report/confidentiality issues (.7); review memo to committee (.1); review Cybergenics docket (.2); review transcripts, 10/24 order for letter (1.5). | Sasson, M. | 3.0 |
| 11/04/2002 | Looked in LiveNotes for Depositions (1.8); Created revised lists of Deposition transcripts & Digests for adversary case (4.2). | Schoenfeld, B. | 6.0 |
| 11/05/2002 | Complete review of PD motion to reset the Sealed Air litigation (.3). | Krieger, A. | 0.3 |
| 11/05/2002 | Attention to draft letter to Judge Wolin (.6); telephone conference B. Katchen re same (.2); telephone conference T. Maher re same (.2); office conferences L. Kruger re same (.3) | Pasquale, K. | 1.3 |
| 11/05/2002 | Review prior letters, submissions (1.0); draft letter to Wolin (4.0); review revised letter (.2); | Sasson, M. | 5.4 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|----------------|-------|
| | t/c K. Pasquale re: letter, comments (.2). | | |
| 11/05/2002 | Wrote letter to Group Digesting re: missing adversary depositions (.6); searched for depositions (2.4); made copies & filed (3.0). | Schoenfeld, B. | 6.0 |
| 11/06/2002 | 1.0 - Printed and prepared documents for update into case file 6.0 - Organized and inputted documents into case judgment roll file | Maniscalco, I. | 7.0 |
| 11/06/2002 | Review e-mails from K. Pasquale re: deposition transcripts, print and file. | Mariano, C. | 0.3 |
| 11/06/2002 | T/c B. Katchen re: letter to Wolin (.1); t/c L. Kruger re: letter to Wolin (.1). | Sasson, M. | 0.2 |
| 11/06/2002 | Called Court Reporter to send Aoki disks of depositions (.3). Downloaded files onto livenote - updated deposition list (1.7). | Schoenfeld, B. | 2.0 |
| 11/07/2002 | T/c K. Pasquale, K&E re: Peterson Report (.1); t/c B. Katchen re: letter to Wolin (.2); t/c L. Kruger re: letter to Wolin (.2). | Sasson, M. | 0.5 |
| 11/08/2002 | 0.3 - Printed documents and prepared them for entry into case file 3.2 - Organized and input recent documents into case judgment roll | Maniscalco, I. | 3.5 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|----------------|-------|
| 11/08/2002 | Conference with M. Sasson re: motion to file amicus brief | Ross, A. | 0.4 |
| 11/08/2002 | T/c K. Pasquale, B. Katchen re: letter to Wolin (.3); t/c L. Kruger re: same (.2); review confidentiality stip.; t/c C. Mariano re: same (.4); review amicus rules, procedure (.5); o/c A. Ross re amicus procedure, rules (.2); | Sasson, M. | 1.6 |
| 11/11/2002 | Attention to Grace petition to Third Circuit (.3); telephone conferences with W. Katchen re status (.2) | Pasquale, K. | 0.5 |
| 11/11/2002 | Conference w/M Sasson. | Ross, A. | 0.1 |
| 11/11/2002 | Outline/draft appellate brief (6.5); finalize, send letter to Wolin (.3); forward Confidentiality Order to C. Mariano (.1). | Sasson, M. | 6.9 |
| 11/12/2002 | Receive e-mails from Bankruptcy and review (.6); print (.4); circulate to attorneys (.3); call Jane Rose Reporting re: obtaining copies of transcripts (.2); review documents and exhibits received from JaneRose Reporting (.7) | Mariano, C. | 2.3 |
| 11/12/2002 | Continued review of prior proceedings, pleadings and transcripts for appeal (3.0); continued outline/draft appellate brief (4.2). | Sasson, M. | 7.2 |
| 11/13/2002 | 0.3 - Printed and prepared documents for update into case file 3.0 - Organized and brought to date the case | Maniscalco, I. | 5.5 |

STROOCK

 PAGE: 30

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| | judgment roll file | | |
| | 0.5 - Prepared depositions and letter for delivery to Group Digesting | | |
| | 1.7 - Organized and inputted index of depositions into case file on computer system | | |
| 11/13/2002 | Research re: time to file amicus brief. | Ross, A. | 0.6 |
| 11/13/2002 | Continued draft appellate brief (4.5); o/c A. Ross re: Amicus Petition (.2); research appellate timing rules (.3); t/c docketing re: same (.2). | Sasson, M. | 5.2 |
| 11/14/2002 | Attended to Sealed Air's motion to stay proceedings (.2); memos to and from KP re same (.1); telephone conference B. Katchen re Sealed Air litigation (.1). | Krieger, A. | 0.4 |
| 11/14/2002 | Attention to Sealed Air's motion for stay pending appeal (.2); attention to pleadings from G-1 case on Cybergenics issues (1.0) | Pasquale, K. | 1.2 |
| 11/14/2002 | T/c K. Pasquale, C. Mariano re: staffing issue (.2); review order to show cause/motion (.1). | Sasson, M. | 0.3 |
| 11/15/2002 | Memo to KP, LK re substance of Sealed Air conversation on 11/14/02 with B. Katchen (.1); memo from B. Katchen re Sealed Air's motion to stay (.1); memo to B. Katchen response and inquiry on Sealed Air information (.1). | Krieger, A. | 0.3 |

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 PAGE: 31

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 11/18/2002 | Telephone conference LK, KP re Third Circuit to hear Cybergenics en banc (.1); memo from KP re joint motion establishing total amount of environmental liabilities for litigation (.1). | Krieger, A. | 0.2 |
| 11/18/2002 | Prepared memo to client re Cybergenics en banc decision (.3); attention to same (.3); attention to stipulation re environmental liabilities (.3); and memo to Committee re same (.2) | Pasquale, K. | 1.1 |
| 11/18/2002 | Memo re: Cybergenics decision (.1); t/c K. Pasquale re: same (.2); attention to filings (stipulation re: environmental liability) (.3); memo to committee re: same (.1). | Sasson, M. | 0.7 |
| 11/19/2002 | Memo from LK re Cybergenics en banc hearing. | Krieger, A. | 0.1 |
| 11/19/2002 | Attention to draft appellate brief to Third Circuit (1.5) | Pasquale, K. | 1.5 |
| 11/19/2002 | T/c M. Lastowski; attention to filing (Order Granting Consolidation) (.1), T/c K. Pasquale re: same (.1). | Sasson, M. | 0.2 |
| 11/20/2002 | Memos from KP re Third Circuit's ruling on Cybergenics (.1). | Krieger, A. | 0.1 |
| 11/20/2002 | Telephone call with T. Maher regarding negotiating meeting with Judge Wolin regarding Sealed Air (.3). | Kruger, L. | 0.3 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 11/20/2002 | Attention to recently filed pleadings re witness lists, etc. (1.3); review of certain deposition testimony designated for trial (1.2) | Pasquale, K. | 2.5 |
| 11/20/2002 | T/c K. Pasquale, t/c E. Liebenstein re: Peterson report (.1); t/c K. Pasquale re: appellate brief (.1). | Sasson, M. | 0.2 |
| 11/21/2002 | Continued review of depositions and designated deposition testimony for trial (2.5) | Pasquale, K. | 2.5 |
| 11/21/2002 | T/c's E. Liebenstein re: Peterson report (.2). | Sasson, M. | 0.2 |
| 11/22/2002 | Telephone conference M. Lastowski re Sealed Air litigation and en banc hearing (.1). | Krieger, A. | 0.1 |
| 11/22/2002 | Review Wolin decision and order (.2); t/c K. Pasquale re: same (.1); t/c E. Liebenstein, S. McMillan re: Peterson report (.2); review Confidentiality Agreement (.2); corr. K. Pasquale re: same (.1). | Sasson, M. | 0.8 |
| 11/22/2002 | T/c's E. Liebenstien re: Peterson Report (.2). | Sasson, M. | 0.2 |
| 11/25/2002 | Review Judge Wolin's memorandum decision and order re vacating portion of October 24, 2002 order (.1); review motion for joint stipulation re establishing undiscounted environmental liabilities amount for purposes of the fraudulent conveyance litigation (.1); review article re en banc review of | Krieger, A. | 0.5 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| | Cybergenics decision (.3). | | |
| 11/25/2002 | Review of Sealed Air litigation documents and issues in preparation for hearing before Judge Wolin. | Kruger, L. | 1.1 |
| 11/25/2002 | Review Wolin Order (.1), t/c K. Pasquale re : same (.1), Petersons reports (.1); t/c B. Chipman re: Peterson report (.1); e-mail copies of reports, bates report to Chipman for review (.2). | Sasson, M. | 0.6 |
| 11/26/2002 | Memo from and to M. Lastowski re issuance by Third Circuit re Cybergenics action and continuance of Sealed Air Action (.1); memo to KP re same (.1); review newly filed discovery-related pleadings including asbestos committees' objection to trial related matters (.5). | Krieger, A. | 0.7 |
| 11/26/2002 | Telephone call with T. Maher regarding hearing before Judge Wolin (.2); telephone call with W. Katchen regarding Wolin hearing and newspaper article regarding WR Grace (.2); review Sealed Air litigation documents in preparation for hearing (.3). | Kruger, L. | 0.7 |
| 11/26/2002 | Review deposition transcripts recieved (.3), copy (.2) and load into livenote (.2). | Mariano, C. | 0.7 |
| 11/26/2002 | Attention to recently filed trial-related pleadings (.8); office conferences L. Kruger re settlement conference (.3) | Pasquale, K. | 1.1 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| 11/27/2002 | Attended to motion for entry of joint stipulation and order (.3); memos to and from LK, KP re Judge Wolin's settlement conference (.2). | Krieger, A. | 0.5 |
| 11/27/2002 | In court before Judge Wolin at all day Sealed Air settlement negotiations. | Kruger, L. | 9.3 |
| 11/27/2002 | Obtain digests (deposition) from Group Digesting (.2), review, insert tabs and copy for binders & attorneys (1.2). Update index list of digests received (.2) and file (.2) and compare with livenote (.5). Speak to Pat Abrahamson @ Group regarding other digests and transcripts for review (.3). Speak to Moshe Sasson regarding deposition transcripts and confidentiality agreement. (.4) Reivew bills from Group Digesting and forward for approval (.2). | Mariano, C. | 3.2 |
| 11/27/2002 | Participated in court settlement conference | Pasquale, K. | 11.0 |
| 11/29/2002 | Telephone conference S. Cunningham re proposed settlement of Sealed Air litigation (.1); telephone conference T. Yosseloff re same (.1); telephone conference LK re settlement terms (.1). | Krieger, A. | 0.3 |
| 11/29/2002 | Prepared memos to Committee re Sealed Air settlements (.5) | Pasquale, K. | 0.5 |
| 11/30/2002 | Review Sealed Air press release, Fresenius release and other articles on the proposed | Krieger, A. | 1.1 |

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180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM

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| DATE | DESCRIPTION | NAME | HOURS |
|------|---|------|-------|
| | release and other articles on the proposed settlement of the Sealed Air litigation (1.0); telephone conference from and to LK re settlement (.1). | | |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|----------------------|-------|--------|-------------|
| Krieger, Arlene | 6.9 | \$ 475 | \$ 3,277.50 |
| Kruger, Lewis | 11.4 | 695 | 7,923.00 |
| Maniscalco, Ilea | 18.8 | 70 | 1,316.00 |
| Mariano, Christine | 6.5 | 155 | 1,007.50 |
| Pasquale, Kenneth | 24.5 | 495 | 12,127.50 |
| Ross, Adam S. | 4.5 | 185 | 832.50 |
| Sasson, Moshe | 33.8 | 395 | 13,351.00 |
| Schoenfeld, Benjamin | 14.0 | 155 | 2,170.00 |

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 42,005.00 |
|--|--------------|

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|-----------------------|--------------|
| TOTAL FOR THIS MATTER | \$ 42,005.00 |
|-----------------------|--------------|

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| | |
|----|-------------------------------------|
| RE | Travel - Non Working 699843 0035 |
|----|-------------------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 11/25/2002 | Travel back to SSL from hearings in Wilmington (2.0). | Krieger, A. | 2.0 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Krieger, Arlene | 2.0 | \$ 475 | \$ 950.00 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 950.00 |
|--|-----------|

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TOTAL FOR THIS MATTER

\$ 950.00

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| | |
|----|-------------------------|
| RE | Hearings 699843 0037 |
|----|-------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 11/24/2002 | Preparation for hearings before Judge Fitzgerald including reviewing Gerard bond issuance-related matters (2.2). | Krieger, A. | 2.2 |
| 11/25/2002 | Travel to Wilmington for hearings before Judge Fitzgerald during which review recent ZAI litigation-related documents (.2); review Debtors' motion to compel state court to abide by preliminary injunction and related pleadings (.2); review Debtors' correspondence to the Court re financial information forwarded to the Committees (.1); review Caterpillar motion for administrative expense claim and related relief; (.2); review state of Ohio claim (.1); settlement notice (.1) and other Grace matters (1.2) | Krieger, A. | 2.1 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|------|-------|
|------------------|-------|------|-------|

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| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-------------|
| Krieger, Arlene | 4.3 | \$ 475 | \$ 2,042.50 |

| | |
|--|-------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 2,042.50 |
|--|-------------|

| | |
|-----------------------|-------------|
| TOTAL FOR THIS MATTER | \$ 2,042.50 |
|-----------------------|-------------|

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| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 75,820.50 |
|--|--------------|

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SERVICE AND EXPENSE REMITTANCE SUMMARY

| | |
|-------------|-------------------------|
| DATE | February 7, 2003 |
| INVOICE NO. | 281332 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |
| RE | 699843 W R Grace & Co |

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 27,683.50 |
| TOTAL DISBURSEMENTS/CHARGES | \$ 13,332.14 |
| TOTAL BILL | \$ 41,015.64 |

Please return this page with your remittance and please reference the client/matter number on all related correspondence.

AMOUNT PAID \$

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

STROOCK

| | |
|-------------|-------------------------|
| DATE | February 7, 2003 |
| INVOICE NO. | 281332 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |
| RE | 699843 W R Grace & Co |

FOR PROFESSIONAL SERVICES RENDERED and disbursements incurred for the period through December 31, 2002 in connection with the following matters:

| | FEES | DISBURSEMENTS | TOTAL |
|---|-----------|---------------|-----------|
| 0002 Claim Analysis Objection, Resolution & Estimation (Asbestos) | 3,114.50 | 0.00 | 3,114.50 |
| 0008 Asset Analysis and Recovery | 237.50 | 0.00 | 237.50 |
| 0013 Business Operations | 522.50 | 0.00 | 522.50 |
| 0014 Case Administration | 5,752.50 | 0.00 | 5,752.50 |
| 0015 Claims Analysis/Objections/Administration (Non-Asbestos) | 712.50 | 0.00 | 712.50 |
| 0017 Committee, Creditors', Noteholders', or Equity Holders' | 9,290.00 | 0.00 | 9,290.00 |
| 0018 Fee Application, Applicant | 1,785.00 | 0.00 | 1,785.00 |
| 0020 Fee Application, Others | 165.00 | 0.00 | 165.00 |
| 0024 Expenses | 0.00 | 13,332.14 | 13,332.14 |
| 0034 Litigation and Litigation Consulting | 6,104.00 | 0.00 | 6,104.00 |
| TOTAL | 27,683.50 | 13,332.14 | 41,015.64 |

STROOCK

INVOICE

| | |
|-------------|-------------------------|
| DATE | February 7, 2003 |
| INVOICE NO. | 281332 |
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through December 31, 2002, including:

| | |
|----|---|
| RE | Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0002 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 12/02/2002 | Memoranda to and from J. Baer re Sealed Air settlement and impact on the ZAI litigation (.3). | Krieger, A. | 0.3 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| 12/02/2002 | Office conference with P. Weitz regarding Sealed Air settlement and the impact on possible plan (.3); office conference with K. Pasquale and W. Katchen regarding possible letter to Judge Wolin regarding Sealed Air's recovery payment into estate (.2); letter to Judge Wolin regarding same (.2); arrange conference call for WR Grace committee (.2). | Kruger, L. | 0.9 |
| 12/02/2002 | ZAI scheduling order. | Sasson, M. | 0.1 |
| 12/03/2002 | Attended to Debtors' objection to R. Locke motion to modify preliminary injunction and related pleadings (.6). | Krieger, A. | 0.6 |
| 12/04/2002 | Attention to draft memo re Armstrong plan (.2) | Pasquale, K. | 0.2 |
| 12/05/2002 | Attended to review of Debtors' motion to extend preliminary injunction and exhibits, including affidavit (.8); attended to review of Debtors supplemental response to Locke's opposition including Rutkowski declaration (1.0). | Krieger, A. | 1.8 |
| 12/05/2002 | Telephone call with P. Weitz regarding negotiations on Sealed Air and plan issues (.2). | Kruger, L. | 0.2 |
| 12/19/2002 | Attended to article on Halliburton asbestos claims settlement (.2). | Krieger, A. | 0.2 |
| 12/19/2002 | Review of proposed Seal Air settlement regarding funds into asbestos trust (.8); office conference with K. Pasquale regarding | Kruger, L. | 1.2 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------|--|------|-------|
| | response to proposed settlement and need to call parties (.4). | | |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|-------------------|-------|--------|-------------|
| Krieger, Arlene | 2.9 | \$ 475 | \$ 1,377.50 |
| Kruger, Lewis | 2.3 | 695 | 1,598.50 |
| Pasquale, Kenneth | 0.2 | 495 | 99.00 |
| Sasson, Moshe | 0.1 | 395 | 39.50 |

| | |
|--|-------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 3,114.50 |
|--|-------------|

| | |
|-----------------------|-------------|
| TOTAL FOR THIS MATTER | \$ 3,114.50 |
|-----------------------|-------------|

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 PAGE: 4

| | |
|----|--|
| RE | Asset Analysis and Recovery 699843 0008 |
|----|--|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 12/01/2002 | Telephone conference L. Hamilton re Medavensa acquisition and follow-up on prior Atlanta Facility, Darex Consolidation, and prior write off in Latin America (.5). | Krieger, A. | 0.5 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Krieger, Arlene | 0.5 | \$ 475 | \$ 237.50 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 237.50 |
|--|-----------|

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PAGE: 5

TOTAL FOR THIS MATTER

\$ 237.50

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 PAGE: 6

| | |
|----|---------------------|
| RE | Business Operations |
| | 699843 0013 |

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 12/09/2002 | Memo from L. Hamilton re FTI report on the Debtor's Third Quarter Operating results (.1); review report (.8); telephone conference L. Hamilton re comments to report (.2). | Krieger, A. | 1.1 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Krieger, Arlene | 1.1 | \$ 475 | \$ 522.50 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 522.50 |
|--|-----------|

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PAGE: 7

TOTAL FOR THIS MATTER

\$ 522.50

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 PAGE: 8

| | |
|----|------------------------------------|
| RE | Case Administration 699843 0014 |
|----|------------------------------------|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 12/02/2002 | Set up Conferece call for 12/3 (.3). | Caskadon, A. | 0.3 |
| 12/02/2002 | Attended to recent order awarding quarterly fee application (.1); memo from and to M. Sasson re agenda for 12/3/02 conference call (.1). | Krieger, A. | 0.2 |
| 12/03/2002 | Memo from and to L. Hamilton re distribution of latest financial information (.1). | Krieger, A. | 0.1 |
| 12/04/2002 | Update chart summarizing fee applications/ statements per orders entered 11/25. | Caskadon, A. | 1.6 |
| 12/04/2002 | Attended to memo from Debtors' counsel re Judge Fitzgerald's direction regarding service of quarterly fee applications (1.); memos to RS, AC re same (.1); memo from and to LH re inquiry on new service advice (.2); memo to V. DeFreitas adversary proceeding pleading relating to Debtors' motion to extend the preliminary injunction (.1). | Krieger, A. | 0.5 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|---------------|-------|
| 12/05/2002 | Draft (.4), revise (.2) and send (.2) checks to Chambers Associates for payments of invoices dated June 23, July 28, and August 28. | Caskadon, A. | 0.8 |
| 12/05/2002 | Download recently filed case pleadings.(re; 01-771; 02-2210; 01-1139) | Defreitas, V. | 1.8 |
| 12/09/2002 | Meet with P. Harrington re standard things to do for Grace fee apps per the fee auditor's request (.4). | Caskadon, A. | 0.4 |
| 12/09/2002 | Review various documents/pleadings for assignment of central file categories in preparation for addition to filesurf database. | Defreitas, V. | 3.6 |
| 12/09/2002 | Review notice of agenda for 12/16/02 hearings (.2). | Krieger, A. | 0.2 |
| 12/10/2002 | Memo to V. DeFreitas re pleading requested from the docket (.1); office conference LK re 12/16/02 hearings before Judge Fitzgerald (.1); memo to M. Lastowski re coverage for 12/16/02 hearing (.2); memos from M. Lastowski re 12/16/02 hearing (.2); office conference RS re response to earlier memo from P. Galbraith re form of amended order awarding fees to include Chambers' invoices for Fourth Interim Period (.3); review correspondence and order and prepare memo to P. Galbraith responding to inquiry (.8); review PWC motion for limited waiver of local rule requirements on fee applications and related affidavit (.5). | Krieger, A. | 2.2 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| 12/13/2002 | Review Grace Certificate of No Objection on docket (.6); TC with S. Caban re: changes for an amended CNO (.4); draft amended CNO(1.0); PDF Chambers Associates bills for July, August and September 2002 (.4) and send them to the Fee Auditor (.4). | Caskadon, A. | 2.8 |
| 12/13/2002 | Memo to and from M. Lastowski re coverage of 12/16/02 hearing (.1); memo to V. DeFreitas re amended agenda for hearing, additional pleading (.1). Memo to A. Caskadon re transmittal memo to the Fee Auditor forwarding Chambers' bills for the July-September 2002 (.2); memo from A. Caskadon re same (.1); create transmittal memorandum (.6); memo from A. Caskadon to fee auditor re invoices (.1). | Krieger, A. | 1.2 |
| 12/16/2002 | Revise chart summarizing fees per fee orders from 1st 2nd 3rd and 5th quarters (1.0) and attempt to find discrepancies from the fee applications per Fee Auditor's report (1.0). | Caskadon, A. | 2.0 |
| 12/16/2002 | Download recently filed documents. | Defreitas, V. | 2.5 |
| 12/16/2002 | Review amended notice of 12/16/02 agenda (.1); memos to M. Lastowski re above and cancellation of hearing (.2); memo to LK, KP re hearing (.1). | Krieger, A. | 0.4 |
| 12/17/2002 | Meet w/ R.Serrette re: Grace Summary of Fees Chart discrepancies (.8) and review old fee statements leading up to quarterly fee applications (1.2). | Caskadon, A. | 2.0 |

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| 12/19/2002 | Review various case documents for assignment to central files and filesurf database. | Defreitas, V. | 3.4 |
| 12/24/2002 | Meet with P. Harrington re: Grace Billing Codes. | Caskadon, A. | 1.0 |
| 12/30/2002 | Memo to P. Galbraith re preparation of amended order with respect to fourth interim fees. | Krieger, A. | 0.1 |
| 12/31/2002 | Review all documents e-filed (forwarded from V. Defreitas) and create cabinet and folder for them(1.5); review docket for fee applications and CNO's filed(1.1). | Caskadon, A. | 2.6 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-------------|
| Caskadon, Alexandra | 13.5 | \$ 170 | \$ 2,295.00 |
| Defreitas, Vaughn | 11.3 | 100 | 1,130.00 |
| Krieger, Arlene | 4.9 | 475 | 2,327.50 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 5,752.50 | |

STROOCK

PAGE: 12

TOTAL FOR THIS MATTER

\$ 5,752.50

STROOCK

 PAGE: 13

| | |
|----|--|
| RE | Claims Analysis/Objections/Administration (Non-Asbestos) |
| | 699843 0015 |

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| 12/02/2002 | Memoranda to and from J. Baer re Baker & Taylor claim settlement (.1). | Krieger, A. | 0.1 |
| 12/03/2002 | Attended to Debtors' motion for approval of settlement of litigation and claim of E.Kellogg (.6); telephone conference Mark Bowen re action commenced by Ohio's Attorney General and proposed settlement thereof (.6). | Krieger, A. | 1.2 |
| 12/16/2002 | Review MCNIC Settlement motion and stipulation (.2). | Krieger, A. | 0.2 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|------------------|-------|--------|-----------|
| Krieger, Arlene | 1.5 | \$ 475 | \$ 712.50 |

STROOCK

PAGE: 14

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 712.50 |
|--|-----------|

| | |
|-----------------------|-----------|
| TOTAL FOR THIS MATTER | \$ 712.50 |
|-----------------------|-----------|

STROOCK

 PAGE: 15

| | |
|----|---|
| RE | Committee, Creditors', Noteholders', or Equity Holders' |
| | 699843 0017 |

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| 12/02/2002 | Attended to KP's memos to the Committee re Sealed Air litigation (.5); office conference KP re settlement discussions, and conference call meeting of the Committee and plan concepts (.2); office conference LK re Committee conference call and Wall Street Journal article (.2); review WSJ article (.2); office conference KP re WSJ article (.1); prepare memorandum for the Committee re 12/3/02 conference call (.3); memoranda from and to E. Ordway re 12/3/ call and agenda therefore (.2); review draft motion for trading authorization (.8); memo to LK re DK draft motion (.1). | Krieger, A. | 2.6 |
| 12/03/2002 | Complete memorandum to the Committee re Armstrong Plan (2.3); conference call meeting of the Committee re Sealed Air Litigation and other issues (.3); memo to LK re mark-up of draft bank debt trading motion (.5). | Krieger, A. | 3.1 |
| 12/03/2002 | Telephone conference with creditors committee regarding current status, impact of Sealed Air settlement and next steps. | Kruger, L. | 0.7 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 12/03/2002 | Committee conference call re Sealed Air settlement and related issues (.3); attention to settlement issues pertaining to 524(g) trust (.5) | Pasquale, K. | 0.8 |
| 12/04/2002 | Prepared memorandum re: Baker and Taylor litigation and proposed settlement thereof (1.3); memo to T. Maher re memorandum discussing Baker and Taylor settlement (.1); memo to LK, KP re memorandum discussing the Armstrong Plan terms (.1). | Krieger, A. | 1.5 |
| 12/05/2002 | Memo from KP re Armstrong plan memo (.1); prepared memorandum for the Committee re Debtors' motion to settle Kellogg lift stay matter (1.4); memo to KP, LK re proposed memorandum to the Committee on Kellogg settlement (.1). | Krieger, A. | 1.6 |
| 12/06/2002 | Memo from KP re Kellogg settlement memorandum (.1); memo for LK re Kellogg settlement (.1); memorandum to the Committee re settlement of Kellogg claim and related litigation (.1). | Krieger, A. | 0.3 |
| 12/09/2002 | Memo from T. Maher re E. Kellogg settlement (.1); memo from J. Anderson re E. Kellogg settlement (.1). | Krieger, A. | 0.2 |
| 12/10/2002 | Prepare final form of memo to the Committee re Armstrong plan terms (.6); attended to final form of FTI memo to the Committee re Third Quarter results (.1); memo from R. Douglas re circulation of third quarter report to signatories | Krieger, A. | 0.9 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| | to confidentiality agreement (.1); telephone conference S. Cunningham, L. Hamilton re same (.1); | | |
| 12/11/2002 | Memo to S. Cunningham, L. Hamilton re transmission of FTI report to Bank signatories (.1); prepared memorandum for the Committee re status of motion seeking approval for Sealed air settlement (.3). | Krieger, A. | 0.4 |
| 12/13/2002 | Prepare memorandum to the Committee re proposed motion by DK Acquisition (1.0); memo to LK re same (.1); memo to T. Maher re same (.1). | Krieger, A. | 1.2 |
| 12/16/2002 | Memo from and to T. Maher re memo re DK Acquisition 's motion (.1); memo to the Committee re DK Acquisition motion (.5). | Krieger, A. | 0.6 |
| 12/17/2002 | Memo from and to M. Chehi re comments to the DK Acquisition motion (.3); memo to LK re same (.1). | Krieger, A. | 0.4 |
| 12/18/2002 | Telephone conference A. Yosseloff re Owens Corning issues on asbestos claims, Committees review of DK motion | Krieger, A. | 0.2 |
| 12/19/2002 | Memos from and to M. Chehi re draft Sealed Air settlement agreement (.1); memo to and from KP re same (.1); office conference LK's office re same (.1); telephone conference B. Wolff re settlement agreement (.1); review Sealed Air Settlement Agreement and prepare memo for the Committee summarizing terms | Krieger, A. | 3.1 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|-------------|-------|
| | (1.9); memos from and to KP re Settlement Agreement terms (.2); office conference KP re same (.2); memo from KP re proposed revisions to Settlement Agreement (.2); further office conference KP re additional comments to Settlement Agreement (.1); reviewed additional memo to Skadden re comments to Settlement Agreement (.1). | | |
| 12/23/2002 | Prepare memo to Tom Maher re stipulation resolving MCNIC matter (.8). | Krieger, A. | 0.8 |
| 12/24/2002 | Memo to T. Maher re MCNIC settlement (.8). | Krieger, A. | 0.8 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-------------|
| Krieger, Arlene | 17.7 | \$ 475 | \$ 8,407.50 |
| Kruger, Lewis | 0.7 | 695 | 486.50 |
| Pasquale, Kenneth | 0.8 | 495 | 396.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 9,290.00 | |

STROOCK

PAGE: 19

TOTAL FOR THIS MATTER

\$ 9,290.00

STROOCK

 PAGE: 20

| | |
|----|---|
| RE | Fee Application, Applicant 699843 0018 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|---|--------------|-------|
| 12/02/2002 | Review and revise SSL's October fee statement (1.7) and meet with P. Harrington in accounting re: same (.3) | Caskadon, A. | 2.0 |
| 12/09/2002 | Draft Notice of Filing of Fee Statement for SSL and Certificate of service (1.0), revise October fee statement (.6) | Caskadon, A. | 1.6 |
| 12/10/2002 | Finalize October fee statement (1.2) prepare for service and filing (.8) and serve (1.4). | Caskadon, A. | 3.4 |
| 12/10/2002 | Review of October monthly application (.4). | Serrette, R. | 0.4 |
| 12/26/2002 | Preliminary review of November 2002 fee statement. | Caskadon, A. | 2.5 |
| 12/31/2002 | Revise SSL November fee statement. | Caskadon, A. | 0.6 |

STROOCK

PAGE: 21

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-------------|
| Caskadon, Alexandra | 10.1 | \$ 170 | \$ 1,717.00 |
| Serrette, Rosemarie | 0.4 | 170 | 68.00 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 1,785.00 | |

| | |
|-----------------------|-------------|
| TOTAL FOR THIS MATTER | \$ 1,785.00 |
|-----------------------|-------------|

STROOCK

 PAGE: 22

| | |
|----|--|
| RE | Fee Application, Others 699843 0020 |
|----|--|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|---------------|-------|
| 12/30/2002 | Review november fee statement of FTI Policano & Manzo. | Caskadon, A. | 0.5 |
| 12/30/2002 | Review and assign to central file and filesurf database. | Defreitas, V. | 0.8 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|---------------------|-------|--------|----------|
| Caskadon, Alexandra | 0.5 | \$ 170 | \$ 85.00 |
| Defreitas, Vaughn | 0.8 | 100 | 80.00 |

| | |
|--|-----------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 165.00 |
|--|-----------|

STROOCK

PAGE: 23

TOTAL FOR THIS MATTER

\$ 165.00

STROOCK

PAGE: 24

| | |
|----|-------------|
| RE | Expenses |
| | 699843 0024 |

| | |
|--|---------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 0.00 |
|--|---------|

STROOCK

PAGE: 25

MATTER DISBURSEMENT SUMMARY

| | |
|----------------------------------|----------|
| Outside Messenger Service | \$ 57.79 |
| Meals | 30.81 |
| Local Transportation | 257.28 |
| Long Distance Telephone | 57.01 |
| Duplicating Costs-in House | 104.90 |
| Duplicating Costs-Outside | 10671.75 |
| Postage | 4.65 |
| Court Reporting Services | 1021.85 |
| Process Service & Calendar Watch | 358.59 |
| Miscellaneous | 18.80 |
| In House Messenger Service | 26.95 |
| Facsimile Charges | 8.00 |
| Travel Expenses - Transportation | 263.76 |
| Word Processing - Logit | 450.00 |

| | |
|-----------------------------|--------------|
| TOTAL DISBURSEMENTS/CHARGES | \$ 13,332.14 |
|-----------------------------|--------------|

| | |
|-----------------------|--------------|
| TOTAL FOR THIS MATTER | \$ 13,332.14 |
|-----------------------|--------------|

STROOCK

 PAGE: 26

| | |
|----|---|
| RE | Litigation and Litigation Consulting 699843 0034 |
|----|---|

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| 12/01/2002 | Complete asbestos PI Committee's motion to the Third Circuit for expedited review of interlocutory appeal (1.0); attended to October 7, 2002 hearing transcript (1.7). | Krieger, A. | 2.7 |
| 12/02/2002 | Call Group Digesting to inform them case has settled and to forward all bills (.2); review diskette received regarding expert reports and exhibits (.4) | Mariano, C. | 0.6 |
| 12/02/2002 | Attention to settlement-related issues, including telephone conferences from committee members (1.2) | Pasquale, K. | 1.2 |
| 12/02/2002 | T/c K. Pasquale re: sealed air settlement review (.2); t/c B. Chipman re: expert reports (.1); t/c K. Pasquale, C. Mariano re: Peterson depositions (.2). | Sasson, M. | 0.5 |
| 12/03/2002 | Meet with M. Sasson re: documents obtained for filing (.2). File documents and begin to | Mariano, C. | 0.4 |

STROOCK

 PAGE: 27

| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|--------------|-------|
| | close file (.2). | | |
| 12/03/2002 | CC: Creditors Committee (.5); o/c C. Mariano re: Peterson expert reports (.1); t/c K. Pasquale re: additional expert reports add to database (.4). | Sasson, M. | 1.0 |
| 12/06/2002 | Memos from and to M. Lastowski re proposed settlement of Sealed Air litigation and forward memoranda regarding same (.8). | Krieger, A. | 0.8 |
| 12/10/2002 | Obtain and organize documents from M. Sasson (.6). Call Jane Rose Reporting re: additional exhibits and deposition of Mark Peterson (.2). Obtain transcripts and copy to all attorneys (1.2). Begin to close CCR proceedings file and send to records (.6). | Mariano, C. | 2.6 |
| 12/11/2002 | Memo to J. Baer re status of the Sealed Air settlement (.1); memo from J. Baer re same (.1); memo to LK, KP re settlement information received from Debtors' counsel (.1); further memos to J. Baer re request for draft agreement (.2); follow up memo and office conference LK, KP re contract with Sealed Air's counsel re settlement (.1). | Krieger, A. | 0.6 |
| 12/18/2002 | T/c C. Mariano, M. Brody re: Peterson transcripts. | Sasson, M. | 0.2 |
| 12/19/2002 | Attention to draft settlement agreement (2.0); telephone conference B. Wolff/Skadden re same (.2); telephone conference P. Lockwood re same (.2); drafted e-mail to B. Wolff | Pasquale, K. | 2.7 |

STROOCK

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| DATE | DESCRIPTION | NAME | HOURS |
|------------|--|-------------|-------|
| | proposing language (.3) | | |
| 12/20/2002 | Attended to review of Registration of Rights Agreement (.8); office conference LK re Settlement Agreement provisions (.1). | Krieger, A. | 0.9 |
| 12/20/2002 | Review Settlement Agreement (1.0); o/c K. Pasquale re: same (.2). | Sasson, M. | 1.2 |
| 12/24/2002 | Memo to B. Wolff re status of revised settlement agreement. | Krieger, A. | 0.1 |
| 12/30/2002 | Attended to memo from B. Wolff re status of proposed Sealed Air Settlement and memo to LK, KP re same. | Krieger, A. | 0.1 |

| SUMMARY OF HOURS | HOURS | RATE | TOTAL |
|--|-------|-------------|-------------|
| Krieger, Arlene | 5.2 | \$ 475 | \$ 2,470.00 |
| Mariano, Christine | 3.6 | 155 | 558.00 |
| Pasquale, Kenneth | 3.9 | 495 | 1,930.50 |
| Sasson, Moshe | 2.9 | 395 | 1,145.50 |
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | | \$ 6,104.00 | |

STROOCK

PAGE: 29

TOTAL FOR THIS MATTER

\$ 6,104.00

STROOCK

PAGE: 30

| | |
|--|--------------|
| TOTAL FOR PROFESSIONAL SERVICES RENDERED | \$ 27,683.50 |
| TOTAL DISBURSEMENTS/CHARGES | \$ 13,332.14 |
| TOTAL BILL | \$ 41,015.64 |

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

EXHIBIT C

| WR GRACE & CO | | | | |
|-------------------------------------|--------------|-------------|---------------------|---------------------|
| OCTOBER 1, 2002 - DECEMBER 31, 2002 | | | | |
| | | | | No. of Years |
| | Hours | Rate | Amount | In Position |
| Partners | | | | |
| Greenberg, Mayer | 9.7 | \$525 | \$ 5,092.50 | 4 |
| Kruger, Lewis | 23.2 | \$695 | \$ 16,124.00 | 32 |
| Levy, Mark | 1.2 | \$650 | \$ 780.00 | 28 |
| Pasquale, Kenneth | 38.4 | \$495 | \$ 19,008.00 | 4 |
| Associates | | | | |
| Balk, Heidi | 1.8 | \$325 | \$ 585.00 | 4 |
| Brandes, Ronnie H. | 6.9 | \$245 | \$ 1,690.50 | 2 |
| Krieger, Arlene | 173.6 | \$475 | \$ 81,985.00 | 19 |
| Ross, Adam S. | 11.4 | \$185 | \$ 2,109.00 | 1 |
| Sasson, Moshe | 45.4 | \$395 | \$ 17,933.00 | 9 |
| Paraprofessionals | | | | |
| Caskadon, Alexandra | 77.4 | \$170 | \$ 13,158.00 | 1 |
| Defreitas, Vaughn | 54.9 | \$100 | \$ 5,490.00 | 15 |
| Mariano, Christine | 13.2 | \$155 | \$ 2,046.00 | 7 |
| Schoenfeld, Benjamin | 14.0 | \$155 | \$ 2,170.00 | 1 |
| Serrette, Rosemarie | 11.3 | \$170 | \$ 1,921.00 | 15 |
| Maniscalco, Ilea | 21.3 | \$70 | \$ 1,491.00 | 1 |
| Subtotal | | | | |
| | 503.7 | | \$171,583.00 | |
| Less 50% Travel | | | | |
| | -1.0 | | \$ (475.00) | |
| Total | | | | |
| | 502.7 | | \$171,108.00 | |

EXHIBIT D

| WR GRACE & CO | |
|--|--------------------------|
| DISBURSEMENT SUMMARY | |
| OCTOBER 1, 2002 - DECEMBER 31, 2002 | |
| | |
| Court Reporting Services | \$ 9,148.55 ¹ |
| Duplicating Costs-in House | 753.40 |
| Duplicating Costs-Outside | 10,671.75 ² |
| Facsimile Charges | 86.00 |
| In House Messenger Service | 86.60 |
| Local Transportation | 597.66 |
| Long Distance Telephone | 285.42 |
| Meals | 47.05 |
| Miscellaneous | 18.80 |
| Outside Messenger Service | 216.65 |
| Postage | 4.65 |
| Process Service & Calendar Watch | 358.59 |
| Travel Expenses - Transportation | 763.76 |
| Westlaw | 1,385.96 |
| Word Processing - Logit | 576.00 |
| | |
| Total | \$ 25,000.84 |

¹ Expense incurred related to the deposition transcripts in regard to the fraudulent conveyance litigation.

² Ibid.

| | |
|--------|-------------------------|
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |

FOR EXPENSES INCURRED for the period through October 31, 2002, including:

| DATE | DESCRIPTION | AMOUNT |
|--|--|--------------|
| Outside Messenger Service | | |
| 10/08/2002 | 09/30/2002 Federal Express T#829409454412 KENNETH PASQUALE to: ALFRED M WOLIN NE | 9.00 |
| 10/21/2002 | VENDOR: Federal Express Corporation; INVOICE#: 7-148-69833; DATE: 9/30/02 - FedEx Log 9/20/02 M Sasson to Alison Treco | 38.95 |
| Outside Messenger Service Total | | 47.95 |
| Local Transportation | | |
| 10/04/2002 | NYC Two Ways Inc. KRIEGER 09/23/02 07:21 M from 10 EAST END A to 343 7 AVE M | 22.64 |
| 10/04/2002 | NYC Two Ways Inc. PASQUALE 09/18/02 13:06 M from 180 MAIDEN LA to NJ SUMMIT | 74.79 |
| 10/14/2002 | VENDOR: Petty Cash; INVOICE#: 10/08/02; DATE: 10/14/02 - 10/04/02 NY PETTY CASH H.BALK | 9.00 |
| 10/16/2002 | NYC Two Ways Inc. KRUGER 10/03/02 12:11 M from 180 MAIDEN to 99 E 52 S | 20.69 |
| 10/22/2002 | NYC Two Ways Inc. KRUGER 10/07/02 18:19 M from 343 7 AVE to 157 W 86 S | 27.36 |
| 10/22/2002 | NYC Two Ways Inc. KRUGER 10/08/02 08:14 M from 257 W 86 S to 180 MAIDEN | 32.25 |

STROOCK

 PAGE: 2

| DATE | DESCRIPTION | AMOUNT |
|-----------------------------------|---|---------------|
| Local Transportation Total | | 186.73 |
| Long Distance Telephone | | |
| 10/01/2002 | EXTN.5492, TEL.954-722-1445, S.T.10:38, DUR.00:12 | 0.39 |
| 10/01/2002 | EXTN.5492, TEL.954-722-1445, S.T.10:49, DUR.01:24 | 0.78 |
| 10/01/2002 | EXTN.5492, TEL.954-722-1445, S.T.12:42, DUR.04:48 | 1.95 |
| 10/01/2002 | EXTN.5492, TEL.201-384-1279, S.T.12:47, DUR.10:48 | 4.29 |
| 10/01/2002 | EXTN.5544, TEL.312-861-2124, S.T.12:35, DUR.00:24 | 0.39 |
| 10/02/2002 | EXTN.5431, TEL.973-424-2031, S.T.12:16, DUR.00:42 | 0.39 |
| 10/03/2002 | EXTN.5562, TEL.312-861-2000, S.T.17:27, DUR.01:24 | 0.78 |
| 10/04/2002 | EXTN.5431, TEL.973-645-2580, S.T.13:25, DUR.02:18 | 1.17 |
| 10/04/2002 | EXTN.5431, TEL.312-861-2248, S.T.15:04, DUR.06:00 | 2.34 |
| 10/04/2002 | EXTN.5492, TEL.201-843-4900, S.T.14:18, DUR.01:30 | 0.78 |
| 10/04/2002 | EXTN.5511, TEL.201-843-4900, S.T.16:21, DUR.00:12 | 0.39 |
| 10/04/2002 | EXTN.5562, TEL.312-861-2000, S.T.09:43, DUR.01:12 | 0.78 |

STROOCK

 PAGE: 3

| DATE | DESCRIPTION | AMOUNT |
|------------|---|--------|
| 10/07/2002 | EXTN.5431, TEL.973-645-2580, S.T.09:18, DUR.08:18 | 3.51 |
| 10/07/2002 | EXTN.5431, TEL.973-645-2580, S.T.11:27, DUR.00:30 | 0.39 |
| 10/07/2002 | EXTN.5492, TEL.954-357-7158, S.T.08:40, DUR.13:42 | 5.46 |
| 10/07/2002 | EXTN.5492, TEL.954-357-7158, S.T.09:52, DUR.02:12 | 1.17 |
| 10/07/2002 | EXTN.5492, TEL.954-979-6470, S.T.09:55, DUR.00:12 | 0.39 |
| 10/07/2002 | EXTN.5492, TEL.954-587-5010, S.T.09:56, DUR.07:48 | 3.12 |
| 10/07/2002 | EXTN.5492, TEL.954-357-7158, S.T.10:05, DUR.02:48 | 1.17 |
| 10/07/2002 | EXTN.5492, TEL.954-731-1035, S.T.17:20, DUR.15:30 | 6.24 |
| 10/07/2002 | EXTN.5492, TEL.201-384-1279, S.T.17:36, DUR.00:06 | 0.39 |
| 10/07/2002 | EXTN.5760, TEL.973-645-2580, S.T.11:51, DUR.01:36 | 0.78 |
| 10/07/2002 | EXTN.6166, TEL.973-645-2580, S.T.12:08, DUR.00:24 | 0.39 |
| 10/08/2002 | EXTN.3760, TEL.202-879-5372, S.T.12:30, DUR.00:18 | 0.39 |
| 10/08/2002 | EXTN.5492, TEL.954-731-1035, S.T.17:20, DUR.03:24 | 1.56 |

STROOCK

 PAGE: 4

| DATE | DESCRIPTION | AMOUNT |
|------------|---|--------|
| 10/08/2002 | EXTN.5544, TEL.312-861-2160, S.T.15:55, DUR.10:42 | 4.29 |
| 10/09/2002 | EXTN.5492, TEL.214-698-3868, S.T.10:33, DUR.02:00 | 0.78 |
| 10/09/2002 | EXTN.5544, TEL.201-556-4021, S.T.17:10, DUR.26:06 | 10.53 |
| 10/10/2002 | EXTN.5488, TEL.973-471-2692, S.T.09:39, DUR.00:24 | 0.39 |
| 10/10/2002 | EXTN.5492, TEL.954-722-1445, S.T.15:31, DUR.00:12 | 0.39 |
| 10/10/2002 | EXTN.5492, TEL.954-731-1035, S.T.18:03, DUR.13:30 | 5.46 |
| 10/10/2002 | EXTN.5492, TEL.757-575-0584, S.T.18:33, DUR.00:24 | 0.39 |
| 10/10/2002 | EXTN.5492, TEL.954-731-1035, S.T.19:39, DUR.18:00 | 5.90 |
| 10/10/2002 | EXTN.5492, TEL.757-575-0584, S.T.20:31, DUR.08:12 | 2.95 |
| 10/10/2002 | EXTN.5544, TEL.201-556-4021, S.T.09:33, DUR.07:30 | 3.12 |
| 10/10/2002 | EXTN.5544, TEL.201-556-4021, S.T.10:58, DUR.03:30 | 1.56 |
| 10/11/2002 | EXTN.3492, TEL.201-384-1279, S.T.11:13, DUR.03:54 | 1.56 |
| 10/11/2002 | EXTN.3760, TEL.973-424-2031, S.T.16:20, DUR.00:30 | 0.39 |
| 10/11/2002 | EXTN.4102, TEL.302-657-4900, S.T.13:00, DUR.00:18 | 0.39 |

STROOCK

 PAGE: 5

| DATE | DESCRIPTION | AMOUNT |
|------------|---|--------|
| 10/11/2002 | EXTN.4570, TEL.973-645-2580, S.T.12:14, DUR.01:12 | 0.78 |
| 10/11/2002 | EXTN.5430, TEL.973-424-2031, S.T.09:59, DUR.00:12 | 0.39 |
| 10/11/2002 | EXTN.5492, TEL.954-765-6899, S.T.11:15, DUR.02:00 | 0.78 |
| 10/11/2002 | EXTN.5544, TEL.973-645-2580, S.T.12:31, DUR.00:54 | 0.39 |
| 10/11/2002 | EXTN.5544, TEL.312-861-3268, S.T.16:31, DUR.32:12 | 12.87 |
| 10/11/2002 | EXTN.5760, TEL.973-424-2031, S.T.13:30, DUR.01:06 | 0.78 |
| 10/14/2002 | EXTN.5492, TEL.954-722-1445, S.T.14:50, DUR.00:06 | 0.39 |
| 10/15/2002 | EXTN.3544, TEL.312-861-3268, S.T.15:59, DUR.00:48 | 0.39 |
| 10/16/2002 | EXTN.5492, TEL.201-384-1279, S.T.12:24, DUR.00:18 | 0.39 |
| 10/16/2002 | EXTN.5492, TEL.201-384-1279, S.T.15:08, DUR.06:18 | 2.73 |
| 10/16/2002 | EXTN.5492, TEL.954-731-1035, S.T.16:20, DUR.04:48 | 1.95 |
| 10/16/2002 | EXTN.5492, TEL.757-575-0584, S.T.17:41, DUR.00:18 | 0.39 |
| 10/16/2002 | EXTN.5492, TEL.757-575-0584, S.T.18:53, DUR.00:18 | 0.39 |

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| DATE | DESCRIPTION | AMOUNT |
|------------|---|--------|
| 10/16/2002 | EXTN.5492, TEL.954-731-1035, S.T.21:09, DUR.00:18 | 0.33 |
| 10/17/2002 | EXTN.5492, TEL.757-575-0584, S.T.13:25, DUR.01:18 | 0.78 |
| 10/17/2002 | EXTN.5544, TEL.312-861-2160, S.T.15:30, DUR.37:48 | 14.82 |
| 10/18/2002 | EXTN.5544, TEL.312-861-2160, S.T.11:01, DUR.11:12 | 4.68 |
| 10/21/2002 | EXTN.5492, TEL.954-722-1445, S.T.16:55, DUR.01:12 | 0.78 |
| 10/22/2002 | EXTN.5492, TEL.954-722-1445, S.T.12:00, DUR.10:30 | 4.29 |
| 10/22/2002 | EXTN.5492, TEL.770-469-5714, S.T.12:15, DUR.13:06 | 5.46 |
| 10/22/2002 | EXTN.5492, TEL.617-523-9000, S.T.14:33, DUR.00:42 | 0.39 |
| 10/22/2002 | EXTN.5492, TEL.617-523-9000, S.T.14:35, DUR.01:06 | 0.78 |
| 10/23/2002 | EXTN.5492, TEL.757-575-0584, S.T.08:32, DUR.00:54 | 0.39 |
| 10/23/2002 | EXTN.5492, TEL.757-575-0584, S.T.10:25, DUR.00:30 | 0.39 |
| 10/25/2002 | EXTN.3544, TEL.201-556-4021, S.T.12:11, DUR.05:06 | 2.34 |
| 10/25/2002 | EXTN.5492, TEL.954-722-1445, S.T.15:59, DUR.07:30 | 3.12 |
| 10/25/2002 | EXTN.5544, TEL.201-843-4900, S.T.10:37, DUR.01:54 | 0.78 |

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| DATE | DESCRIPTION | AMOUNT |
|--------------------------------------|---|---------------|
| 10/25/2002 | EXTN.5544, TEL.214-698-3868, S.T.13:39, DUR.04:06 | 1.95 |
| 10/25/2002 | EXTN.5562, TEL.973-424-2031, S.T.10:51, DUR.07:00 | 2.73 |
| 10/28/2002 | EXTN.5492, TEL.770-469-5714, S.T.10:04, DUR.01:18 | 0.78 |
| 10/28/2002 | EXTN.5492, TEL.302-657-4924, S.T.10:44, DUR.01:06 | 0.78 |
| 10/28/2002 | EXTN.5492, TEL.302-575-7387, S.T.13:34, DUR.00:12 | 0.39 |
| 10/29/2002 | EXTN.6495, TEL.302-657-4924, S.T.10:49, DUR.01:48 | 0.78 |
| 10/30/2002 | EXTN.5492, TEL.954-722-1445, S.T.11:30, DUR.04:54 | 1.95 |
| 10/31/2002 | Credit card calls 8/2 | 1.70 |
| Long Distance Telephone Total | | 150.50 |
| Duplicating Costs-in House | | |
| 10/02/2002 | | 0.60 |
| 10/02/2002 | | 2.10 |
| 10/02/2002 | | 1.40 |
| 10/03/2002 | | 0.70 |

STROOCK

PAGE: 8

| DATE | DESCRIPTION | AMOUNT |
|------------|-------------|--------|
| 10/04/2002 | | 0.30 |
| 10/07/2002 | | 0.20 |
| 10/07/2002 | | 10.00 |
| 10/08/2002 | | 2.80 |
| 10/08/2002 | | 0.70 |
| 10/09/2002 | | 5.60 |
| 10/10/2002 | | 0.10 |
| 10/11/2002 | | 1.40 |
| 10/14/2002 | | 0.10 |
| 10/14/2002 | | 6.30 |
| 10/15/2002 | | 1.60 |
| 10/15/2002 | | 1.50 |
| 10/16/2002 | | 3.10 |

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| DATE | DESCRIPTION | AMOUNT |
|------------|-------------|--------|
| 10/16/2002 | | 8.00 |
| 10/16/2002 | | 20.00 |
| 10/22/2002 | | 24.60 |
| 10/22/2002 | | 4.00 |
| 10/23/2002 | | 4.40 |
| 10/23/2002 | | 0.50 |
| 10/24/2002 | | 22.80 |
| 10/25/2002 | | 4.40 |
| 10/25/2002 | | 2.40 |
| 10/28/2002 | | 2.80 |
| 10/28/2002 | | 1.10 |
| 10/30/2002 | | 0.60 |
| 10/30/2002 | | 0.70 |
| 10/30/2002 | | 0.20 |

STROOCK

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| DATE | DESCRIPTION | AMOUNT |
|---|--|---------------|
| 10/30/2002 | | 4.00 |
| 10/30/2002 | | 0.90 |
| 10/30/2002 | | 0.10 |
| 10/30/2002 | | 0.50 |
| 10/31/2002 | | 54.40 |
| Duplicating Costs-in House Total | | 194.90 |
| Court Reporting Services | | |
| 10/10/2002 | VENDOR: Esquire Deposition Services, Inc.; INVOICE#: 168851ENY; DATE: 10/1/02 - Services provided 09/09/02 | 876.75 |
| Court Reporting Services Total | | 876.75 |
| In House Messenger Service | | |
| 10/18/2002 | Early Bird Messenger Vehicle Rush from to RES-ARLENE G.KRIEGER, 10 EAST END AV | 26.95 |
| In House Messenger Service Total | | 26.95 |
| Facsimile Charges | | |
| 10/04/2002 | FAX # 312-565-2966 | 4.00 |

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| DATE | DESCRIPTION | AMOUNT |
|---|---|---------------|
| 10/07/2002 | FAX # 973-645-4549 | 51.00 |
| 10/11/2002 | FAX # 302-658-3989 | 3.00 |
| 10/11/2002 | FAX # 735-2000 | 3.00 |
| 10/11/2002 | FAX # 305-374-7593 | 3.00 |
| 10/11/2002 | FAX # 868-1229 | 3.00 |
| 10/11/2002 | FAX # 303-312-7331 | 3.00 |
| 10/11/2002 | FAX # 973-645-4549 | 4.00 |
| 10/28/2002 | FAX # 973-667-0496 | 4.00 |
| Facsimile Charges Total | | 78.00 |
| Travel Expenses - Transportation | | |
| 10/24/2002 | AMEX KRIEGER/ARLENE on 09/18/2002 | 67.00 |
| 10/24/2002 | AMEX KRIEGER/ARLENE NYP.WIL NYP on 09/18/2002 | 188.00 |
| Travel Expenses - Transportation Total | | 255.00 |

Westlaw

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| DATE | DESCRIPTION | AMOUNT |
|--------------------------------------|---|-----------------|
| 10/02/2002 | ; Duration 0:13:49; By CALVO FERNANDO | 111.77 |
| 10/04/2002 | ; Duration 0:00:00; By BALK HEIDI | 373.25 |
| 10/30/2002 | ; Duration 0:00:34; By PASQUALE KENNETH | 8.74 |
| 10/30/2002 | ; Duration 0:00:00; By ROSS ADAM | 75.00 |
| 10/31/2002 | ; Duration 0:00:00; By ROSS ADAM | 505.00 |
| Westlaw Total | | 1,073.76 |
| Word Processing - Logit | | |
| 10/23/2002 | | 66.00 |
| Word Processing - Logit Total | | 66.00 |

STROOCK

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BILL DISBURSEMENT SUMMARY

| | |
|----------------------------------|----------|
| Outside Messenger Service | \$ 47.95 |
| Local Transportation | 186.73 |
| Long Distance Telephone | 150.50 |
| Duplicating Costs-in House | 194.90 |
| Court Reporting Services | 876.75 |
| In House Messenger Service | 26.95 |
| Facsimile Charges | 78.00 |
| Travel Expenses - Transportation | 255.00 |
| Westlaw | 1073.76 |
| Word Processing - Logit | 66.00 |

| | |
|-----------------------------|-------------|
| TOTAL DISBURSEMENTS/CHARGES | \$ 2,956.54 |
|-----------------------------|-------------|

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| | |
|--------|-------------------------|
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |

FOR EXPENSES INCURRED for the period through November 30, 2002, including:

| DATE | DESCRIPTION | AMOUNT |
|----------------------------------|---|--------|
| Outside Messenger Service | | |
| 11/07/2002 | 10/24/2002 Federal Express T#829409285633 R. SERRETTE to: DAVID B. SIEGAL COLUMB | 9.04 |
| 11/07/2002 | 10/24/2002 Federal Express T#829409285666 ROSE SERRETTE to: WARREN H SMITH DALLA | 11.04 |
| 11/07/2002 | 10/24/2002 Federal Express T#829409285677 R. SERRETTE to: FRANK J PERCH WILMINGT | 9.04 |
| 11/11/2002 | Federal Express T#836515063769 KRUGER to: HON. A M WOLIN NEWARK,NJ | 9.13 |
| 11/13/2002 | Federal Express T#831137271320 A CASKADON to: FRANK J PERCH WILMINGTON DE | 9.13 |

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| DATE | DESCRIPTION | AMOUNT |
|--|--|---------------|
| | PERCH WILMINGTON,DE | |
| 11/13/2002 | Federal Express T#831137271330 A CASKADON to: DAVID SIEGAL COLUMBIA,MD | 11.49 |
| 11/13/2002 | Federal Express T#831137271341 A CASKADON to: WARREN SMITH DALLAS,TX | 11.15 |
| 11/18/2002 | Federal Express T#829407410752 A CASKADON to: WARREN H SMITH DALLAS,TX | 19.01 |
| 11/18/2002 | Federal Express T#829407410763 A CASKADON to: FRANK J. PERCH WILMINGTON,DE | 10.94 |
| 11/18/2002 | Federal Express T#829409274121 A CASKADON to: DAVID SIEGAL COLUMBIA,MD | 10.94 |
| Outside Messenger Service Total | | 110.91 |
| Meals | | |
| 11/15/2002 | VENDOR: Seamless Web; INVOICE#: 14353; DATE: 11/19/02 - China Chalet; | 16.24 |
| Meals Total | | 16.24 |
| Local Transportation | | |
| 11/05/2002 | VENDOR: Lewis Kruger; INVOICE#: 10/17/02A; DATE: 11/5/02 - 10/07/02 TRAIN AND CABFARE TO NEWARK, ATTEND MTG. IN JUDGE WOLIN'S CHAMBERS | 8.00 |

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| DATE | DESCRIPTION | AMOUNT |
|-----------------------------------|--|---------------|
| 11/07/2002 | NYC Two Ways Inc. KRIEGER 10/23/02 15:50 M from 180 MAIDEN to E 80 ST | 25.58 |
| 11/07/2002 | NYC Two Ways Inc. KRIEGER 10/21/02 23:00 M from 180 MAIDEN to E 80 ST | 24.60 |
| 11/07/2002 | VENDOR: Corporate Transportation Group, Ltd.; INVOICE#: 552865; DATE: 11/8/02 - NYC Two Ways Inc A Krieger 10/20/02 180 Maiden Lane to 10 East | 24.60 |
| 11/19/2002 | NYC Two Ways Inc. KRIEGER 11/12/02 21:00 M from 180 MAIDEN to 10 EAST E | 25.58 |
| 11/27/2002 | NYC Two Ways Inc. KRUGER 11/05/02 11:45 M from 180 MAIDEN to E 52 ST | 20.69 |
| 11/27/2002 | NYC Two Ways Inc. KRIEGER 11/13/02 20:00 M from 180 MAIDEN to 10 EAST E | 24.60 |
| Local Transportation Total | | 153.65 |
| Long Distance Telephone | | |
| 11/01/2002 | EXTN.5492, TEL.732-271-1999, S.T.15:20, DUR.11:18 | 4.68 |
| 11/01/2002 | EXTN.5544, TEL.201-556-4021, S.T.10:49, DUR.26:00 | 10.14 |
| 11/04/2002 | EXTN.5492, TEL.954-722-1445, S.T.16:45, DUR.00:12 | 0.39 |

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| DATE | DESCRIPTION | AMOUNT |
|------------|--|--------|
| 11/05/2002 | VENDOR: Lewis Kruger; INVOICE#: 10/17/02B; DATE: 11/5/02 - 08/28 - 10/17 TELEPHONE CHARGES | 6.25 |
| 11/05/2002 | EXTN.5492, TEL.954-357-7158, S.T.10:02, DUR.23:54 | 9.36 |
| 11/05/2002 | EXTN.5492, TEL.301-218-7005, S.T.12:24, DUR.00:24 | 0.39 |
| 11/05/2002 | EXTN.5492, TEL.954-722-1445, S.T.13:08, DUR.00:42 | 0.39 |
| 11/05/2002 | EXTN.5492, TEL.954-974-5298, S.T.13:09, DUR.00:36 | 0.39 |
| 11/05/2002 | EXTN.5492, TEL.954-974-5298, S.T.14:07, DUR.00:12 | 0.39 |
| 11/05/2002 | EXTN.5544, TEL.201-556-4021, S.T.10:56, DUR.00:30 | 0.39 |
| 11/05/2002 | EXTN.5562, TEL.973-424-2031, S.T.16:36, DUR.07:54 | 3.12 |
| 11/06/2002 | EXTN.5492, TEL.301-218-7005, S.T.11:59, DUR.00:18 | 0.39 |
| 11/06/2002 | EXTN.6015, TEL.973-424-2000, S.T.16:29, DUR.05:24 | 2.34 |
| 11/07/2002 | EXTN.5492, TEL.302-657-4924, S.T.09:43, DUR.12:54 | 5.07 |
| 11/08/2002 | EXTN.5492, TEL.770-469-5714, S.T.09:08, DUR.03:12 | 1.56 |
| 11/08/2002 | EXTN.5492, TEL.770-469-5714, S.T.09:24, DUR.09:36 | 3.90 |

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| DATE | DESCRIPTION | AMOUNT |
|------------|---|--------|
| 11/08/2002 | EXTN.5492, TEL.954-610-6712, S.T.17:24, DUR.01:54 | 0.78 |
| 11/08/2002 | EXTN.5492, TEL.954-610-6712, S.T.17:44, DUR.00:42 | 0.39 |
| 11/11/2002 | EXTN.5492, TEL.954-722-1445, S.T.13:41, DUR.03:12 | 1.56 |
| 11/11/2002 | EXTN.5562, TEL.973-424-2000, S.T.10:53, DUR.01:06 | 0.78 |
| 11/12/2002 | EXTN.3760, TEL.415-498-2800, S.T.12:08, DUR.01:36 | 0.78 |
| 11/12/2002 | EXTN.5492, TEL.301-218-7005, S.T.09:16, DUR.14:00 | 5.46 |
| 11/12/2002 | EXTN.5492, TEL.954-610-6712, S.T.20:24, DUR.05:24 | 1.97 |
| 11/12/2002 | EXTN.5562, TEL.908-638-4661, S.T.14:46, DUR.00:48 | 0.39 |
| 11/12/2002 | EXTN.5760, TEL.415-781-5555, S.T.10:06, DUR.01:06 | 0.78 |
| 11/12/2002 | EXTN.6495, TEL.302-657-4924, S.T.12:23, DUR.04:00 | 1.56 |
| 11/13/2002 | EXTN.3760, TEL.973-424-2031, S.T.16:25, DUR.00:30 | 0.39 |
| 11/13/2002 | EXTN.5492, TEL.954-610-6712, S.T.12:36, DUR.03:00 | 1.17 |
| 11/13/2002 | EXTN.5492, TEL.561-362-1506, S.T.16:43, DUR.07:54 | 3.12 |
| 11/13/2002 | EXTN.5492, TEL.954-610-6712, S.T.21:20, DUR.01:12 | 0.66 |

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| DATE | DESCRIPTION | AMOUNT |
|------------|---|--------|
| 11/13/2002 | EXTN.5544, TEL.214-698-3868, S.T.17:09, DUR.01:42 | 0.78 |
| 11/13/2002 | EXTN.5544, TEL.302-652-4100, S.T.17:38, DUR.02:06 | 1.17 |
| 11/13/2002 | EXTN.6495, TEL.302-657-4924, S.T.18:06, DUR.00:24 | 0.39 |
| 11/14/2002 | EXTN.5492, TEL.954-722-1445, S.T.09:55, DUR.00:30 | 0.39 |
| 11/14/2002 | EXTN.5492, TEL.954-722-1445, S.T.15:08, DUR.01:54 | 0.78 |
| 11/14/2002 | EXTN.5544, TEL.214-698-3868, S.T.12:37, DUR.00:54 | 0.39 |
| 11/14/2002 | EXTN.6495, TEL.302-657-4924, S.T.09:41, DUR.00:42 | 0.39 |
| 11/15/2002 | EXTN.5492, TEL.302-656-4433, S.T.13:32, DUR.02:30 | 1.17 |
| 11/18/2002 | EXTN.6495, TEL.201-843-4900, S.T.17:21, DUR.00:12 | 0.39 |
| 11/19/2002 | EXTN.5492, TEL.201-384-1279, S.T.11:44, DUR.03:18 | 1.56 |
| 11/19/2002 | EXTN.5492, TEL.561-969-9933, S.T.12:28, DUR.00:12 | 0.39 |
| 11/19/2002 | EXTN.5492, TEL.757-575-0584, S.T.18:54, DUR.00:18 | 0.39 |
| 11/19/2002 | EXTN.6495, TEL.201-843-4900, S.T.13:16, DUR.01:24 | 0.78 |

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| DATE | DESCRIPTION | AMOUNT |
|--------------------------------------|-------------|--------------|
| Long Distance Telephone Total | | 77.91 |
| Duplicating Costs-in House | | |
| 11/01/2002 | | 1.20 |
| 11/05/2002 | | 15.60 |
| 11/05/2002 | | 65.30 |
| 11/06/2002 | | 0.60 |
| 11/06/2002 | | 0.40 |
| 11/06/2002 | | 73.70 |
| 11/06/2002 | | 0.20 |
| 11/06/2002 | | 1.70 |
| 11/07/2002 | | 7.40 |
| 11/08/2002 | | 0.40 |
| 11/08/2002 | | 0.40 |
| 11/08/2002 | | 10.00 |

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| DATE | DESCRIPTION | AMOUNT |
|------------|-------------|--------|
| 11/11/2002 | | 3.70 |
| 11/11/2002 | | 1.10 |
| 11/11/2002 | | 2.10 |
| 11/12/2002 | | 3.60 |
| 11/13/2002 | | 3.10 |
| 11/13/2002 | | 7.80 |
| 11/13/2002 | | 5.20 |
| 11/13/2002 | | 23.70 |
| 11/13/2002 | | 21.20 |
| 11/13/2002 | | 0.60 |
| 11/14/2002 | | 10.30 |
| 11/14/2002 | | 0.30 |
| 11/18/2002 | | 3.60 |
| 11/18/2002 | | 78.00 |

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| DATE | DESCRIPTION | AMOUNT |
|---|---|---------------|
| 11/18/2002 | | 29.10 |
| 11/20/2002 | | 23.00 |
| 11/20/2002 | | 0.20 |
| 11/22/2002 | | 10.00 |
| 11/22/2002 | | 11.00 |
| 11/24/2002 | | 4.40 |
| 11/25/2002 | | 34.00 |
| 11/27/2002 | | 0.70 |
| Duplicating Costs-in House Total | | 453.60 |
| Court Reporting Services | | |
| 11/05/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056166; DATE: 10/28/02 - deposition of David Siegel- September 19, 2002 Re: WR Grace | 1,287.90 |
| 11/05/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056196; DATE: 10/28/02 - Deposition of Charles Bates September 13 2002 Re: WR Grace | 1,117.95 |

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| DATE | DESCRIPTION | AMOUNT |
|---------------------------------------|---|-----------------|
| 11/05/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056191; DATE: 10/28/02 - Deposition of Andrew Brownstein september 9, 2002 | 365.90 |
| 11/05/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056180; DATE: 10/28/02 - Deposition of Gordon Rausser September 20, 2002 | 263.00 |
| 11/05/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056207; DATE: 10/28/02 - Deposition of Dr. Neil Ram September 19, 2002 Wash DC | 871.75 |
| 11/05/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056175; DATE: 10/28/02 - Deposition of Robert Tarola Septemner 20,2002 | 436.70 |
| 11/05/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056212; DATE: 10/28/02 - Deposition of Thomas hayes September 13, 2002 Richmond VA | 773.00 |
| 11/05/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056217; DATE: 10/28/02 - Deposition of Seymour Preston JR September 17, 2002 | 1,121.00 |
| 11/07/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056629; DATE: 11/7/2002 - Deposition of: James Hass. | 1,012.75 |
| Court Reporting Services Total | | 7,249.95 |

In House Messenger Service

| | | |
|------------|---|-------|
| 11/07/2002 | Early Bird Messenger 10/25/2002 Vehicle Standard from N. MISC to ARLENE KRIEGER | 21.95 |
| 11/13/2002 | Early Bird Messenger Bike Standard from N. MISC to GROUP | 10.75 |

DIGESTING 300 PARK AV

STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI

180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM

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| DATE | DESCRIPTION | AMOUNT |
|------------|---|---------------|
| | DIGESTING, 280 PARK AV | |
| | In House Messenger Service Total | 32.70 |
| | Travel Expenses - Transportation | |
| 11/30/2002 | AMEX KRIEGER/ARLENE on 10/24/2002 | 47.00 |
| 11/30/2002 | AMEX KRIEGER/ARLENE NYP.WIL NYP on 10/24/2002 | 198.00 |
| | Travel Expenses - Transportation Total | 245.00 |
| | Westlaw | |
| 11/01/2002 | ; Duration 0:00:00; By ROSS ADAM | 62.25 |
| 11/04/2002 | ; Duration 0:04:42; By PASQUALE KENNETH | 48.04 |
| 11/05/2002 | ; Duration 0:16:32; By PASQUALE KENNETH | 191.84 |
| 11/18/2002 | ; Duration 0:01:46; By PASQUALE KENNETH | 10.07 |
| | Westlaw Total | 312.20 |
| | Word Processing - Logit | |
| 11/11/2002 | | 60.00 |
| | Word Processing - Logit Total | 60.00 |

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BILL DISBURSEMENT SUMMARY

| | |
|----------------------------------|-----------|
| Outside Messenger Service | \$ 110.91 |
| Meals | 16.24 |
| Local Transportation | 153.65 |
| Long Distance Telephone | 77.91 |
| Duplicating Costs-in House | 453.60 |
| Court Reporting Services | 7249.95 |
| In House Messenger Service | 32.70 |
| Travel Expenses - Transportation | 245.00 |
| Westlaw | 312.20 |
| Word Processing - Logit | 60.00 |

| | |
|-----------------------------|-------------|
| TOTAL DISBURSEMENTS/CHARGES | \$ 8,712.16 |
|-----------------------------|-------------|

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| | |
|--------|-------------------------|
| CLIENT | W R Grace & Co |
| | 7500 Grace Drive |
| | Columbia, MD 21044-4098 |
| RE | 699843 W R Grace & Co |

| DATE | DESCRIPTION | AMOUNT |
|----------------------------------|--|--------|
| Outside Messenger Service | | |
| 12/03/2002 | Federal Express T#805731738233 L. KRUGER to: ALFRED M. WOLIN NEWARK,NJ | 9.13 |
| 12/05/2002 | Federal Express 11/22/02 Shelly Caban Wilmington, DE | 10.94 |
| 12/05/2002 | Federal Express 12/5/02 R Serrette to Bo Chipman Wash, DC | 12.37 |
| 12/11/2002 | Federal Express T#829409274030 A. CASKADON to: SHELLY A. CABAN WILMINGTON,DE | 9.13 |
| 12/23/2002 | FedEx Log 10/24/02 R SERRETTE TO DAVID SIEGAL | 1.48 |
| 12/23/2002 | FedEx Log 10/24/02 R SERRETTE TO WARREN SMITH | 5.86 |

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| DATE | DESCRIPTION | AMOUNT |
|--|---|--------------|
| 12/23/2002 | FedEx Log 10/24/02 R SERRETTE TO FRANK PERCH | 1.48 |
| 12/23/2002 | FedEx Log 11/13/02 A CASKADON TO FRANK PERCH | 1.49 |
| 12/23/2002 | FedEx Log 11/13/02 A CASKADON TO WARREN SMITH | 5.91 |
| Outside Messenger Service Total | | 57.79 |
| Meals | | |
| 12/12/2002 | VENDOR: Seamless Web; INVOICE#: 15331; DATE: 12/17/02 - New York Primo Pizza; | 15.96 |
| 12/26/2002 | VENDOR: Seamless Web; INVOICE#: 15945; DATE: 01/01/03 - China Chalet; | 14.85 |
| Meals Total | | 30.81 |
| Local Transportation | | |
| 02/14/2002 | NYC Two Ways Inc. KRUGER 02/01/02 16:45 M from 180 MAIDEN LA to E 70 ST M | 31.27 |
| 02/20/2002 | NYC Two Ways Inc. KRUGER 02/07/02 17:32 M from 180 MAIDEN LA to W 55 ST M | 20.69 |
| 03/21/2002 | NYC Two Ways Inc. KRUGER 03/07/02 15:21 M from 180 MAIDEN LA to 257 W 86 ST M | 39.90 |
| 12/06/2002 | NYC Two Ways Inc. PASQUALE 11/21/02 08:00 M from 380 GREENW to NJ SUMMIT | 77.23 |

STROOCK

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| DATE | DESCRIPTION | AMOUNT |
|-----------------------------------|--|---------------|
| 12/06/2002 | VENDOR: Petty Cash; INVOICE#: 12/03/02; DATE: 12/6/2002 - 11/25/02 NY PETTY CASH A.KRIEGER | 17.00 |
| 12/12/2002 | NYC Two Ways Inc. KRIEGER 11/25/02 07:05 M from 10 EAST E to 343 7 AVE | 27.74 |
| 12/31/2002 | NYC Two Ways Inc. CASKADON 12/10/02 23:44 M from 180 MAIDEN to NJ HOBOKEN | 43.45 |
| Local Transportation Total | | 257.28 |
| Long Distance Telephone | | |
| 03/29/2002 | EXTN.5430, TEL.973-467-9253, S.T.10:05, DUR.50:30 | 16.52 |
| 07/31/2002 | CREDIT CARD CALLS 5/02 | 6.14 |
| 12/02/2002 | EXTN.5562, TEL.973-424-2031, S.T.16:04, DUR.03:36 | 1.56 |
| 12/04/2002 | EXTN.3488, TEL.973-249-7017, S.T.17:20, DUR.00:18 | 0.39 |
| 12/09/2002 | EXTN.3544, TEL.201-556-4021, S.T.15:58, DUR.13:00 | 5.04 |
| 12/09/2002 | EXTN.5492, TEL.868-637-4264, S.T.08:49, DUR.00:54 | 3.39 |
| 12/09/2002 | EXTN.5492, TEL.868-642-0163, S.T.08:49, DUR.00:12 | 3.39 |
| 12/09/2002 | EXTN.5492, TEL.954-722-1445, S.T.10:05, DUR.01:48 | 0.78 |

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| DATE | DESCRIPTION | AMOUNT |
|------------|---|--------|
| 12/09/2002 | EXTN.5492, TEL.954-722-1445, S.T.10:47, DUR.01:48 | 0.78 |
| 12/09/2002 | EXTN.5492, TEL.954-731-1035, S.T.19:12, DUR.06:06 | 2.29 |
| 12/10/2002 | EXTN.5492, TEL.732-271-1999, S.T.15:22, DUR.08:54 | 3.49 |
| 12/10/2002 | EXTN.6495, TEL.302-657-4924, S.T.14:25, DUR.03:18 | 1.55 |
| 12/10/2002 | EXTN.6495, TEL.302-657-4924, S.T.17:05, DUR.01:06 | 0.78 |
| 12/10/2002 | EXTN.6495, TEL.302-657-4924, S.T.17:21, DUR.00:12 | 0.39 |
| 12/12/2002 | EXTN.5492, TEL.305-374-2199, S.T.09:41, DUR.01:06 | 0.78 |
| 12/12/2002 | EXTN.5544, TEL.201-556-4021, S.T.11:10, DUR.00:36 | 0.39 |
| 12/17/2002 | EXTN.5492, TEL.401-946-2310, S.T.11:26, DUR.02:18 | 1.16 |
| 12/18/2002 | EXTN.6015, TEL.312-861-2000, S.T.16:04, DUR.01:54 | 0.78 |
| 12/19/2002 | EXTN.5492, TEL.954-731-1035, S.T.19:15, DUR.11:30 | 3.92 |
| 12/19/2002 | EXTN.5562, TEL.202-862-5065, S.T.14:44, DUR.07:42 | 3.10 |
| 12/20/2002 | EXTN.5431, TEL.203-618-2685, S.T.16:59, DUR.00:36 | 0.39 |

STROOCK

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| DATE | DESCRIPTION | AMOUNT |
|------------|--------------------------------------|--------------|
| | Long Distance Telephone Total | 57.01 |
| | Duplicating Costs-in House | |
| 12/02/2002 | | 3.70 |
| 12/02/2002 | | 0.30 |
| 12/02/2002 | | 0.20 |
| 12/02/2002 | | 1.00 |
| 12/03/2002 | | 2.40 |
| 12/03/2002 | | 0.40 |
| 12/03/2002 | | 0.60 |
| 12/05/2002 | | 0.20 |
| 12/09/2002 | | 1.50 |
| 12/10/2002 | | 1.50 |
| 12/10/2002 | | 0.10 |
| 12/10/2002 | | 29.60 |

STROOCK

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| DATE | DESCRIPTION | AMOUNT |
|------------|---------------|--------|
| 12/11/2002 | | 2.80 |
| 12/12/2002 | | 0.10 |
| 12/12/2002 | | 0.10 |
| 12/12/2002 | | 0.20 |
| 12/13/2002 | on 11/27/2002 | 16.50 |
| 12/13/2002 | on 11/27/2002 | 3.30 |
| 12/13/2002 | on 11/27/2002 | 9.80 |
| 12/13/2002 | | 1.80 |
| 12/13/2002 | | 1.80 |
| 12/13/2002 | | -1.80 |
| 12/17/2002 | | 0.20 |
| 12/17/2002 | | 0.20 |
| 12/17/2002 | | -0.20 |
| 12/18/2002 | | 0.40 |

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| DATE | DESCRIPTION | AMOUNT |
|---|-------------|---------------|
| 12/18/2002 | | 0.40 |
| 12/18/2002 | | -0.40 |
| 12/19/2002 | | 4.80 |
| 12/19/2002 | | 4.80 |
| 12/19/2002 | | -4.80 |
| 12/26/2002 | | 10.80 |
| 12/30/2002 | | 12.60 |
| Duplicating Costs-in House Total | | 104.90 |

Duplicating Costs-Outside

| | | |
|------------|---|----------|
| 12/02/2002 | VENDOR: Group Digesting Services, Inc.; INVOICE#: 11242; DATE: 11/22/2002 - W. R. Grace & Company et al. Chapter 11 David Siegel & Dr. Neil Ram | 2,375.75 |
| 12/02/2002 | VENDOR: Group Digesting Services, Inc.; INVOICE#: 11241; DATE: 9/17/2002 - W.R. Grace & compnay et.al. chapter 11 Thomas Griffin Hayes & Seymour Preston Jr | 1,925.25 |
| 12/03/2002 | VENDOR: Group Digesting Services, Inc.; INVOICE#: 11246; DATE: 12/3/2002 - Mark Peterson taken 9/9/02; James Hass, taken 9/12/02. | 2,894.25 |

STROOCK

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| DATE | DESCRIPTION | AMOUNT |
|---|---|------------------|
| 12/16/2002 | VENDOR: Group Digesting Services, Inc.; INVOICE#: 11243; DATE: 12/16/2002 - Charles Bates taken 9/13/02 & 9/18/02. | 2,269.50 |
| 12/16/2002 | VENDOR: Group Digesting Services, Inc.; INVOICE#: 11244A; DATE: 11/26/2002 - Andrew Brownstein, taken 9/9/02; Gordon Rausser, taken 9/20/02; Robert Tarola, taken 9/20/02 | 1,207.00 |
| Duplicating Costs-Outside Total | | 10,671.75 |
| Postage | | |
| 08/07/2002 | Postage Charged by on 07/31/2002 | 4.65 |
| Postage Total | | 4.65 |
| Court Reporting Services | | |
| 12/02/2002 | VENDOR: Jane Rose Reporting Inc.; INVOICE#: 1056201; DATE: 10/28/2002 - Deposition of Charles Bates 09/12/02 Wash DC WR Grace | 1,021.85 |
| Court Reporting Services Total | | 1,021.85 |
| Process Service & Calendar Watch | | |
| 12/02/2002 | VENDOR: U.S. Document Retrieval Service, Inc.; INVOICE#: 22840; DATE: 12/2/2002 - Research & Document Retrieval | 155.45 |
| 12/05/2002 | VENDOR: Pacer Service Center; INVOICE#: 093002; DATE: 9/30/2002 - Billing cycle 07/01/02 - 09/30/02 | 203.14 |

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| DATE | DESCRIPTION | AMOUNT |
|---|---|---------------|
| Process Service & Calendar Watch Total | | 358.59 |
| Miscellaneous | | |
| 12/12/2002 | VENDOR: Arlene G. Krieger; INVOICE#: 121002; DATE: 12/12/2002 - Telephone Conference | 18.80 |
| Miscellaneous Total | | 18.80 |
| In House Messenger Service | | |
| 12/09/2002 | Early Bird Messenger 11/27/2002 Vehicle Rush from L. KRUGER to RES-LEWIS KRUGER | 26.95 |
| In House Messenger Service Total | | 26.95 |
| Facsimile Charges | | |
| 12/02/2002 | FAX # 718-353-2271 | 8.00 |
| Facsimile Charges Total | | 8.00 |
| Travel Expenses - Transportation | | |
| 12/17/2002 | VENDOR: Ken Pasquale; INVOICE#: 12/13/02; DATE: 12/17/2002 - 11/27 CONF. IN NEWARK, NJ - PARKING AND MILEAGE | 18.76 |
| 12/27/2002 | AMEX KRIEGER/ARLENE on 10/24/2002 | 47.00 |
| 12/27/2002 | AMEX KRIEGER/ARLENE NYP.WIL NYP on 10/24/2002 | 198.00 |
| Travel Expenses - Transportation Total | | 263.76 |

STROOCK

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| DATE | DESCRIPTION | AMOUNT |
|--------------------------------------|-------------|---------------|
| Word Processing - Logit | | |
| 12/04/2002 | | 60.00 |
| 12/05/2002 | | 90.00 |
| 12/05/2002 | | 180.00 |
| 12/05/2002 | | 42.00 |
| 12/06/2002 | | 78.00 |
| Word Processing - Logit Total | | 450.00 |

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 BILL DISBURSEMENT SUMMARY

| | |
|----------------------------------|----------|
| Outside Messenger Service | \$ 57.79 |
| Meals | 30.81 |
| Local Transportation | 257.28 |
| Long Distance Telephone | 57.01 |
| Duplicating Costs-in House | 104.90 |
| Duplicating Costs-Outside | 10671.75 |
| Postage | 4.65 |
| Court Reporting Services | 1021.85 |
| Process Service & Calendar Watch | 358.59 |
| Miscellaneous | 18.80 |
| In House Messenger Service | 26.95 |
| Facsimile Charges | 8.00 |
| Travel Expenses - Transportation | 263.76 |
| Word Processing - Logit | 450.00 |

| | |
|-----------------------------|--------------|
| TOTAL DISBURSEMENTS/CHARGES | \$ 13,332.14 |
|-----------------------------|--------------|
